CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Articles

of

Incorporation

Book

238

0000 0001

CLERK'S NOTATION

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INI ENTERPRISES, INC.

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

**NOTICE OF CHANGE OF ADDRESS
OF RESIDENT AGENT AND PRINCIPAL OFFICE**

The post office address of the principal office of the Corporation in this State was 14 B1 Spa Creek Landing, Annapolis, Maryland 21403; the new post office address of the principal office of the Corporation in this State is 200 Duke of Gloucester Street, Annapolis, Maryland 21401. The name and post office address of the Resident Agent of the Corporation in this State are John L. Kelly, 14 B1 Spa Creek Landing, Annapolis, Maryland 21401; the new address of the resident agent is 200 Duke of Gloucester Street, Annapolis, Maryland 21401.

The Corporation has been notified of these changes.

John L. Kelly

1990 NOV -2 PM 1:38
CLERK

92598256

1989 OCT 26 A 9:37
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

1989 OCT 26 at 9:37 A.m.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

BOOK 238 PAGE 02

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

DOCUMENT CODE _____

D2760197

BUSINESS CODE _____

COUNTY 52

Merging (Transferor) _____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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 Reg.
51		Foreign Name Registration
13		_____ Certified Copy
55		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 Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		
70	$10.00	Property Reports and _____ Personal late filing penalties
91		Change of P.O., R.A. or R.A.A.
		Amend/Cancellation, For. Limited Part.
		Other
		Other
TOTAL FEES	$10.00	

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

_____ Resignation of Resident Agent

_____ Designation of Resident Agent and Resident Agent's Address

_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: John L. Kelly
200 Duke of Gloucester St
Annapolis, Md 21401

1 Documents on 1 checks

1 Check

_____ Cash

NOTE:

APPROVED BY: LJM

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 03

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
INI ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 26, 1989 AT 9:37 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	$

D2760197

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 L. KELLY
200 DUKE OF GLOUCESTER ST.
ANNAPOLIS MD 21401

096C3031413

A 312476

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

AT5-060

0000 0003

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 04

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-13-89 at 9:37 A.m.

PSYCHREPORT, INC.

ARTICLES OF INCORPORATION

FIRST: I, Ann M. Fligsten, whose post office address is 507 West Drive, Severna Park, Maryland 21146, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

PSYCHREPORT, INC.

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

(1) To market and sell software.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 507 West Drive, Severna Park, Maryland 21146. The name and post office address of the Resident Agent of the Corporation in this State are Ann M. Fligsten, 507 West Drive, Severna Park, Maryland 21146. Said Resident Agent is an individual actually residing in this State.

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

1989 NOV 13 A 9:27

88-7510

1990 MAY -2 PM 1:38

J.F. CLERK

~~3189 1749~~

MARLE SCHAFER
CLERK

~~3190 0995~~

0000 0004

BOOK 238 PAGE 07

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BY BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: ANN M. FLIGSTEN
ATTORNEY AT LAW
507 WEST DRIVE
SEVERNA PARK MARYLAND
21146

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DM VH

0000 0005

BOOK 238 PAGE 08

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
PSYCHREPORT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 13, 1989 AT 9:27 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2903367

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
ANN M. FLIGSTEN
507 WEST DRIVE
SEVERNA PARK MD 21146

096C3031386

A 312452

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3190 0994

AT5-060

0000 0001

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 09 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-09-84 at 9:00 .m.

OVERSEAS/DOMESTIC CONTAINER SYSTEMS, INC.

A MARYLAND CLOSE CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, Michael Holtzman, whose post office address is 7155 Furnace Branch Road, Glen Burnie, Maryland 21061 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland and the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Overseas/Domestic Container Systems, Inc.

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

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

(1) To operate a shipping company involved primarily in the shipping of military household goods and related activities.

(2) To perform all necessary and proper related services and activities in connection with Item (1) above; to make investments

LAW OFFICES
OF
ROBERT J. FUOCO
NORTH ARUNDEL PLAZA SUITE 203
7477 BALTIMORE ANNAPOLIS BOULEVARD
GLEN BURNIE, MARYLAND 21061
(301) 768-0733

1989 NOV -9 A 8:45

93138236

1993 MAY -2 PM 1:38

J.F. CLERK

N. ERLE SCHAFER
CLERK

0000 0007

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

and buy or lease equipment, real estate and other property in furtherance of that purpose, and generally to engage in any other lawful purpose and/or business which a corporation may legally enter into.

(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, and in particular to make any act generally permitted of any Corporation pursuant to such Section reasonably related to the purposes above or to carry on such other business or undertaking as the board of Directors may subsequently select.

FIFTH: The post office address of the principal office of the Corporation in this State is 7155 Furnace Branch Road, Glen Burnie, Maryland 21061. The name and post office address of the Resident Agent of the Corporation in this State is Michael Holtzman, 7155 Furnace Branch Road, Glen Burnie, Maryland 21061. Said Resident Agent is an individual actually residing in this State and is over eighteen (18) years of age.

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

SEVENTH: The Corporation elects to have no Board of Directors, which election shall become automatically effective

LAW OFFICES
OF
ROBERT J. FUOCO
NORTH ARUNDEL PLAZA, SUITE 203
7477 BALTIMORE-ANNAPOLIS BOULEVARD
GLEN BURNIE, MARYLAND 21061
(301) 760-0733

3190 0418
0000 0008

CLERK'S NOTATION
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after the organizational meeting of the Board of Directors and the first issuance of stock. After the election becomes effective, the stockholders will have all powers and authority usually exercised by and designated to the Board of Directors.

The person who shall serve as Director until the election to have no Board of Directors becomes effective is Michael Holtzman.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors (until the election to have no Board of Directors becomes effective) and thereafter the stockholders:

(1) To authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

The enumeration and definition of a particular power of the Board of Directors (and the stockholders, when the Board of

LAW OFFICES
OF
ROBERT J. FUOCO
NORTH ARUNDEL PLAZA, SUITE 203
7477 BALTIMORE-ANNAPOLIS BOULEVARD
GLEN BURNIE, MARYLAND 21061
(301) 768-8733

~~3189 1294~~
3190 0419

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CLERK'S NOTATION
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Directors ceases to exist) included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors and the stockholders under the General Laws of the State of Maryland now or hereafter in force.

NINTH: Except as may otherwise be provided by the Board of Directors of the Corporation (or thereafter by the stockholders acting in place of the Board), no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares. However, no shares of stock shall be issued except after unanimous vote of the stock issued and entitled to vote.

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

LAW OFFICES
OF
ROBERT J. FUOCO
NORTH ARUNDEL PLAZA, SUITE 203
7477 BALTIMORE ANNAPOLIS BOULEVARD
GLEN BURNIE, MARYLAND 21061
(301) 768-0733

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3190 1295
0000 0010

CLERK'S NOTATION
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have the same meaning as provided in the Indemnification Section.

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

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

LAW OFFICES
OF
ROBERT J. FUOCO
NORTH ARUNDEL PLAZA, SUITE 203
7477 BALTIMORE-ANNAPOLIS BOULEVARD
GLEN BURNIE, MARYLAND 21061
(301) 768-6733

3190 0421
~~3199 1296~~
0000 0011

CLERK'S NOTATION
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representative other than a present or former director or officer is proper in the circumstances.

ELEVENTH: Notwithstanding any provision of law to the contrary, the affirmative vote of two-thirds of all stock entitled to be cast on the matter shall be sufficient, valid and effective to approve and authorize the following acts of the Corporation:

A. The amendment of the Charter of the Corporation (except if the amendment is to change the status as a Close Corporation, in which case the vote of all outstanding stock shall be required to approve same);

B. The consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

C. The merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

D. The sale, lease, exchange or transfer of all or substantially all of the property and assets of the Corporation, including its goodwill and franchises;

E. The participation of the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as a corporation, the stock of which is to be acquired;

F. The voluntary or involuntary liquidation, dissolution or

LAW OFFICES
OF
ROBERT J. FUOCO
NORTH ARUNDEL PLAZA, SUITE 203
7477 BALTIMORE-ANNAPOLIS BOULEVARD
GLEN BURNIE, MARYLAND 21061
(301) 760-0733

~~3189 1287~~
3190 0422
~~[illegible]~~

0000 0012

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

winding up of the Corporation.

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

WITNESS:

Michael Holtzman

LAW OFFICES
OF
ROBERT J. FUOCO
NORTH ARUNDEL PLAZA, SUITE 203
7477 BALTIMORE-ANNAPOLIS BOULEVARD
GLEN BURNIE, MARYLAND 21061
(301) 768-6733

~~3199 1288~~
3190 0427
0000 0013

CLERK'S NOTATION

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BOOK 238 PAGE 16

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

____ ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Robert J. Fuoco
Operating Account
7477 Baltimore-Annapolis Blvd.
Suite 203
Glen Burnie, MD 21061

TOTAL FEES 40.00

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: DM for

0000 0014

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 17

ARTICLES OF INCORPORATION
OF
OVERSEAS/DOMESTIC CONTAINER SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 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	$ 20.00	$

D2902583

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 J. FUOCO
OPERATING ACCOUNT
7477 BALTIMORE-ANNAPOLIS BLVD.
SUITE 203
GLEN BURNIE MD 21061

095C3031274

A 312366

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

0000 0015

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 18

RECEIVED
'89 NOV 13 PM 1 12
STATE DEPT. OF
ASSESSMENTS & TAXATION

A MARYLAND CLOSE CORPORATION ORGANIZATION PURSUANT TO TITLE OF 4 OF THE ANNOTATED CODE OF MARYLAND

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/13/89 at 1:12 .m.

DATE:_____

FIRST: I Robert L. Eckford, whose post office address is 7928 Citadel Drive, Severn, Maryland 21144, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Scholarship funding for Higher Education Inc.

THIRD: The Corporation shall be closed Corporation as authorized by title 4 of the Corporations and Associations Article of the annotated code of Maryland, as amended.

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

(1) To consult and assist students on locating and qualifying for the necessary scholarship funding needed to attend the Higher Educational Institution of their choice, and related education assistance. And to engage in any other lawful purposes and/or businesses.

(2) To do anything permitted by section 2-103 of the Corporations and Association Article of the annotated code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of Corporation is 7928 Citadel Drive, Severn, Maryland 21144. The name and address of the resident agent of the Corporation in this State are Robert L. Eckford 7928 Citadel Drive, Severn, Maryland 21144. Said resident is an individual actually residing in this State.

93178675 3190 0375 ~~1199 1240~~ 89 NOV -2 PM 1:38

J. F. CLERK

M. ERLE SCHAFER
CLERK

0000 0018

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

SIX: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand ($10,000) shares of common stock with par value of one dollar ($1.00).

SEVEN: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) Director whose name is Robert L. Eckford.

IN WITNESS THEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 13th DAY OF NOVEMBER 1989 AND I ACKNOWLEDGE SAME TO BE MY ACT.

WITNESS:_____

Robert L. Eckford

Robert L. Eckford

0000 0017

BOOK 238 PAGE 20

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 3Y 78675 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Robert Eckford
7928 Citadel Dr.
Severn, Md 21144

TOTAL FEES 70

___ Check ✓ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PGM

0000 0018

BOOK 238 PAGE 21

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
SCHOLARSHIP FUNDING FOR HIGHER EDUCATION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 13, 1989 AT 1:12 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2902500

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 ECKFORD
7928 CITADEL DR.
SEVERN MD 21144

09503031266

A 312358

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

AT5-060

0000 0019

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

RECEIVED
89 NOV 9 AM 11 20
STATE DEPT. OF ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

11-9-89 at 11:20 a.m.

MC KINSEY PARK, INC.

ARTICLES OF INCORPORATION

FIRST: I, Richard T. Stansbury, whose post office address is 2 North Charles Street, Suite 920, Baltimore, Maryland 21201, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

MC KINSEY PARK, INC.

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

(1) To purchase, own, lease, develop, construct, market and sell unimproved and improved real estate and to serve as a general partner of limited partnerships with similar purposes, to engage in any other lawful purpose and/or business; and,

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1021 Dorsey Road, Glen Burnie, Maryland 21061. The name and post office address of the Resident Agent in this State are Ernest J. Litty, Jr., 1021 Dorsey Road, Glen Burnie, Maryland 21061. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, provided that the number of directors shall never be less than the number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended. The name of the sole director who shall act until the first annual meeting and until his successors are duly chosen and qualified is:

Ernest J. Litty, Jr.

93138414
~~3189 1127~~
1990 MAY -2 PM 1:38
J.T. CLERK
3190 0258
CLERK

0000 0020

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

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

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

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

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

(4) With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired;

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

such action shall be effective and valid if taken or approved by an affirmative vote of a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH, paragraph (4).

(5) With respect to the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into, such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares, such action shall be effective and valid only if, after due authorization and/or approval and/or advice of such action by the Board of Directors, such action is taken or approved by an affirmative vote of not less than a majority of all of the issued and outstanding shares of Common Stock of the Corporation, notwithstanding any provision of law or the provisions of Article SEVENTH, paragraph (1) requiring any action to be taken or authorized other than as provided in this Article SEVENTH, paragraph (5).

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

NINTH: The Corporation may indemnify a present or former director or officer of the Corporation or other corporate representative to the maximum extent permitted by and in accordance with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

0000 0022

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

TENTH: No director or officer shall be liable to the corporation or its stockholders for any money damages to the full extent permitted by Section 2-405.2 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF I have signed these Articles of Incorporation this 9th day of November and I acknowledge the same to be my act.

WITNESS:

Beverly C. Bridger

Richard T. Stansbury

Richard T. Stansbury

MCKINSEY.INC
87027-83

3190 0261
~~3190 1126~~

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 26

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard I. Stansbury
THE B+O BUILDING, Suite 920
2 North Charles Street,
Baltimore, MD 21201-3754

TOTAL FEES 40.00

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DM

0000 0024

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 27

ARTICLES OF INCORPORATION
OF
MC KINSEY PARK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1989 AT 11:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2902294

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
RICHARD T. STANSBURY
THE B & O BUILDING
SUITE 920
2 NORTH CHARLES STREET
BALTIMORE MD 21201 3754

09SC3031245

A 312337

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3190 0257

ATS-060

0000 0025

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 28

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

RECEIVED

'89 NOV 9 AM 11 20

STATE DEPT. OF ASSESSMENTS & TAXATION

APPROVED FOR PAYMENT

11-9-89 at 11:20 a.m.

MARYLAND AUTO AND LIGHT TRUCK SERVICE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Richard T. Stansbury, whose post office address is 2 North Charles Street, Suite 920, Baltimore, Maryland 21201, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

MARYLAND AUTO AND LIGHT TRUCK SERVICE, INC.

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

(1) To engage in the repair and servicing of automobiles and light trucks, to engage in any other lawful purpose and/or business; and,

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

FOURTH: The post office address of the principal office of the Corporation in this State is 2375 Bell Branch Road, Gambrills, Maryland 21054. The name and post office address of the Resident Agent in this State are David Snyder, 2375 Bell Branch Road, Gambrills, Maryland 21054. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, provided that the number of directors shall never be less than the number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended. The names of the directors who shall act until the first annual meeting and until their successors are duly chosen and qualified are:

David W. Snyder
Judith Taylor Snyder

93138413

3190 0352

1990 MAY -2 PM 1:38

J.F. CLERK

M. CARLE SCHAFER
CLERK

0000 0026

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

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

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

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

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

(4) With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

~~3189 1119~~
3120 0253

0000 0027

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired;

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

such action shall be effective and valid if taken or approved by an affirmative vote of a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH, paragraph (4).

(5) With respect to the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into, such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares, such action shall be effective and valid only if, after due authorization and/or approval and/or advice of such action by the Board of Directors, such action is taken or approved by an affirmative vote of not less than a majority of all of the issued and outstanding shares of Common Stock of the Corporation, notwithstanding any provision of law or the provisions of Article SEVENTH, paragraph (1) requiring any action to be taken or authorized other than as provided in this Article SEVENTH, paragraph (5).

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

NINTH: The Corporation may indemnify a present or former director or officer of the Corporation or other corporate representative to the maximum extent permitted by and in accordance with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

3190 0254

0000 0028

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

TENTH: No director or officer shall be liable to the corporation or its stockholders for any money damages to the full extent permitted by Section 2-405.2 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF I have signed these Articles of Incorporation this 9th day of November and I acknowledge the same to be my act.

WITNESS:

Beverly C. Bridges

Richard T. Stansbury

Richard T. Stansbury

MDAUTO.INC
88062-02

0000 0029

BOOK 238 PAGE 32

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 38 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	70	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
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: RICHARD T. STANSBURY
THE B+O BUILDING, SUITE 920
2 NORTH CHARLES STREET
BALTIMORE, MD 21201-3754

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DM

3189 1190 0256

0000 0038

BOOK 238 PAGE 33

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
MARYLAND AUTO AND LIGHT TRUCK SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1989 AT 11:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2902286

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
RICHARD T. STANSBURY
THE B & O BUILDING
SUITE 920
2 NORTH CHARLES STREET
BALTIMORE MD 21201 3754

09503031244

A 312336

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

AT5-060

0000 0031

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 34

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-13-89 at 10:38 A.m.

ARTICLES OF INCORPORATION
OF
THOMAS BRUNS CONSTRUCTION, INC.
A CLOSE CORPORATION UNDER TITLE 4

THIS IS TO CERTIFY:

FIRST: I, the subscriber, Charles J. Muskin, whose post office address is 400 Empire Towers, 7310 Ritchie Highway, Glen Burnie, Maryland 21061, being at least eighteen (18) years of age, hereby form a corporation under the General Laws of the State of Maryland by the execution and filing of these Articles.

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

THOMAS BRUNS CONSTRUCTION, 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.

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

(1) To engage in the construction business, including subcontracting and home improvement work; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 7990 Solley Road, Glen Burnie, Maryland 21061. The Resident Agent of the Corporation is Thomas Bruns, whose post office address is 7990 Solley Road, Glen Burnie, Maryland 21061. Said Resident Agent is a citizen of the State of Maryland and actually resides in the State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000), without par value, all of which shares are of one class and are designated common stock.

1990 MAY -2 PM 1:39
H. ERLE SCHAFER
CLERK
J.F. CLERK
3190 0244 93178437
~~3189 1109~~
0000 0032

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

SEVENTH: The Corporation elects to have no board of directors; until such time as this election becomes effective, the Corporation shall have two (2) directors, whose names are: Thomas Bruns and Deborah Bruns.

EIGHTH: 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, until the election not to have a board of directors becomes effective, is hereby empowered to authorize the issuance of shares of its stock, for such consideration as said directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation, or as provided by the laws of the State of Maryland.

(2) No contract or other transaction by the Corporation shall in any way be affected or invalidated by the fact that: (i) it is with another corporation in which a stockholder of the Corporation has a pecuniary or other interest, or is a director or officer or (ii) it is with a stockholder individually, or with a firm in which any stockholder may be a member, or may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation; provided that the fact that the stockholder is so interested shall be disclosed or shall have been known to all the stockholders; any stockholder who is also a director or stockholder of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Stockholders of the Corporation which shall authorize any such contract or transaction, and may vote at such meeting.

NINTH: The Corporation may indemnify a present or former director or officer of the Corporation or other corporate representative to the maximum extent permitted by, and in accordance, with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 10th day of December, 1989, and acknowledge the same to be my act.

E. Joann Carey
Witness

Charles J. Muskin (SEAL)
Charles J. Muskin

~~2189 1119~~
3190 0245

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 36

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

DOCUMENT CODE 02-28 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	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
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: CHARLES J. MUSKIN
ATTORNEY AT LAW
Suite 400 EMPIRE TOWERS, 7310 RITCHIE HIGHWAY GLENBURNIE, MD 21061

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: _____

0000 0034

BOOK 238 PAGE 37

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
THOMAS BRUNS CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 13, 1989 AT 10:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2902260

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
CHARLES J. MUSKIN
ATTORNEY AT LAW
SUITE 400 EMPIRE TOWERS
7310 RITCHIE HIGHWAY
GLEN BURNIE MD 21061

095C3031242

A 312334

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

0000 0035

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 38

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

11-9-89 at 8:52 a.m.

ARTICLES OF INCORPORATION
OF
PARRISH CREEK MARINA, INC.
a Maryland Corporation

FIRST: I, William M. Simmons, of 135 Gorman Street, P. O. Box 2266, Annapolis, Maryland 21404, 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 Parrish Creek Marina, Inc.

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

1. To engage in the business of operating a full service boat yard and marina, including storage, repairs, sales, rentals and related activities; and

2. To acquire (by purchase, lease or otherwise), own, hold, use, alter, repair, lease, or mortgage, sell or otherwise dispose of real property, or any interest or right therein, wherever situate, within or without the State of Maryland;

3. To organize, incorporate and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law;

4. To do any act or thing and exercise any power suitable, covenient, or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such power;

5. To have and exercise any and all powers and privileges now or hereinafter conferred by the laws of the State of Maryland upon Corporations formed under the acts above referred to, or any act amenditory thereof or supplemental thereto or in substitution thereof.

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in futherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object, or business, in any manner to limit or restrict the generality of any other purpose, object, or business, or to limit or restrict the generality of any other purpose, object, or business, or to limit or restrict any of the powers of the Corporation, and the Corporation shall have, enjoy, and exercise all of the powers and rights now or hereafter conferred by statute upon Corporations, it being the

93136337

3189 1084

3190 0219

1990 MAY -2 PM 1:39

N. ERLE SCHAFER
CLERK

0000 0036

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

intention that the purposes, objects, and powers specified in each of the paragraphs of this Article Third of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or do any act which a Corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in this State is Parrish Creek Marina, Ford Road, Shady Side, Maryland 20764. The name and post office address of the Resident Agent of the Corporation in this State is Samuel Scrivener, III, Parrish Creek Marina, Ford Road, Shady Side, Maryland, 20764. The Resident Agent is an individual actually residing in this State.

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

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

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

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

The names of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified, are Samuel S. Scrivener, III and Michael Cook.

SEVENTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify officers, agents and employees as follows:

1. The Corporation shall indemnify any officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such officer, employee, or agent of the Corporation, or is or was serving at the

~~2189 1089~~
2190 0220

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

request of the Corporation as an officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such suit, or proceeding, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

2. The Corporation shall indemnify any officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such an officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless (and only to the extent that) the Court in which such action or suit was brought, or any other Court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as such Court shall deem proper.

3. To the extent that an officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 1 and 2 of this Article Seventh or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article Seventh.

4. Any indemnification under paragraphs 1 or 2 of this Article Seventh (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article Seventh. Such determination shall be made: (a) by a majority vote of a quorum

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~~3190 1086~~

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

consisting of shareholders who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested shareholders so directs, then by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the shareholders in the specific case, upon receipt of an undertaking by or on behalf of the officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

6. Agents and employees of the Corporation who are not officers of the Corporation may be indemnified under the same standard and procedures set forth above, in the discretion of the shareholders of the Corporation.

7. Any indemnification pursuant to this Article Seventh shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an officer, and shall inure to the benefit of the heirs and personal representatives of such a person.

EIGHTH: The duration of the Corporation shall be perpetual

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

_____

William M. Simmons

0170C

0000 0039

BOOK 238 PAGE 42

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02.20 BUSINESS CODE 03 COUNTY 60

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		Property Reports and late filing penalties _____ Personal
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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: William M. Simmons
135 Gorman Street
P.O. Box 2266
Annapolis, MD 21404

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: MC

3190 0223
~~3189 1088~~

0000 0040

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
PARRISH CREEK MARINA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1989 AT 8:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2902229

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 M. SIMMONS
135 GORMAN STREET
P.O. BOX 2266
ANNAPOLIS MD 21404

095C3031238

A 312330

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

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
JAMES K. DAVIS, INC.
a Maryland Corporation

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
11-9-89 at 8:52 a.m.

FIRST: I, William M. Simmons, of 135 Gorman Street, P. O. Box 2266, Annapolis, Maryland 21404, 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 James K. Davis, Inc.

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

1. To engage in the purchase and sale of real estate for investment purposes, and any related activities; and

2. To acquire (by purchase, lease or otherwise), own, hold, use, alter, repair, lease, or mortgage, sell or otherwise dispose of real property, or any interest or right therein, wherever situate, within or without the State of Maryland;

3. To organize, incorporate and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law;

4. To do any act or thing and exercise any power suitable, covenient, or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such power;

5. To have and exercise any and all powers and privileges now or hereinafter conferred by the laws of the State of Maryland upon corporations formed under the acts above referred to, or any act amenditory thereof or supplemental thereto or in substitution thereof.

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in futherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object, or business, in any manner to limit or restrict the generality of any other purpose, object, or business, or to limit or restrict the generality of any other purpose, object, or business, or to limit or restrict any of the powers of the Corporation, and the Corporation shall have, enjoy, and exercise all of the powers and rights now or

93138330

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N. ERLE SCHAFER
CLERK

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

hereafter conferred by statute upon Corporations, it being the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article Third of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or do any act which a Corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in this State is 610 South River Landing, Edgewater, Maryland 21037. The name and post office address of the Resident Agent of the Corporation in this State is James K. Davis, 610 South River Landing, Edgewater, Maryland 21037. The Resident Agent is an individual actually residing in this State.

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

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

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

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

The name of the director who shall act until the first annual meeting, or until his successors are duly chosen and qualified, is James K. Davis.

SEVENTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify officers, agents and employees as follows:

1. The Corporation shall indemnify any officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such officer, employee, or agent of the Corporation, or is or was serving at the

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

request of the Corporation as an officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such suit, or proceeding, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

2. The Corporation shall indemnify any officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such an officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, employee, or agent of another Corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless (and only to the extent that) the Court in which such action or suit was brought, or any other Court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as such Court shall deem proper.

3. To the extent that an officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs 1 and 2 of this Article Seventh or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article Seventh.

4. Any indemnification under paragraphs 1 or 2 of this Article Seventh (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article Seventh. Such determination shall be made: (a) by a majority vote of a quorum

3190 0215
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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

consisting of shareholders who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested shareholders so directs, then by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, as authorized by the shareholders in the specific case, upon receipt of an undertaking by or on behalf of the officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

6. Agents and employees of the Corporation who are not officers of the Corporation may be indemnified under the same standard and procedures set forth above, in the discretion of the shareholders of the Corporation.

7. Any indemnification pursuant to this Article Seventh shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an officer, and shall inure to the benefit of the heirs and personal representatives of such a person.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7 day of November, 1989, and I acknowledge the same to be my act.

William M. Simmons

0169C

0000 0045

BOOK 238 PAGE 48

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: William M. Simmons
135 Gorman Street
P. O. Box 2266
Annapolis, MD 21401

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DM. Sr

3190 0217
~~2190 1099~~

0000 0041

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 49

ARTICLES OF INCORPORATION
OF
JAMES K. DAVIS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1989 AT 8:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2902211

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 M. SIMMONS
135 GORMAN STREET
P.O. BOX 2266
ANNAPOLIS MD 21404

095C3031237

A 312329

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

ATS-060

0000 0047

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 238 PAGE 50

APPROVED FOR PAYMENT

11-9-89 at 10:11 am

RECEIVED
'89 NOV 9 AM 10 11
STATE DEPT. OF ASSESSMENTS & TAXATION

ENCORE BUSINESS SYSTEMS, INC.
ARTICLES OF INCORPORATION

FIRST: The undersigned, Christine A. Harold, whose post office address is 1726 M Street, N.W., Suite 500, Washington, D.C. 20036, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter the "Corporation") is Encore Business Systems, Inc.

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

To sell and service reconditioned office equipment and to do any transactions deemed necessary, convenient or incidental to the foregoing purpose.

In aid of, or in connection with, the foregoing, or in the use, management, improvement or disposition of its property, the Corporation shall have the power to do all things lawful, necessary, or incidental to the accomplishment of the purposes set forth above; to exercise all lawful powers now possessed by Maryland corporations of similar character; to enter into partnerships or joint ventures, and to engage in any business in which a corporation organized under the laws of Maryland may engage, except any business that is required to be specifically set forth in the Articles of Incorporation.

The objects, powers and purposes specified in any clause or paragraph hereinbefore contained shall be construed as objects and powers in furtherance and not in limitation of the general powers conferred upon corporations by the laws of the State of Maryland; and it is hereby expressly provided that the foregoing enumeration of specific powers shall in no way limit or restrict any other power, object or purpose of the Corporation or in any manner affect any general powers or authority of the Corporation.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 305 Whispering Oaks Lane, Davidsonville, Maryland 21035-2521. The name and post office address of the resident agent of the Corporation in Maryland is J. Michael Power at that same address.

FIFTH: The total number of shares of stock which the Corporation is authorized to issue is one class of one million (1,000,000) shares of common stock with a par value of

93138350 [illegible] MAY-2 PM 1:39

J.F. CLERK

HARRY SCHAFER
CLERK

0000 0048

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

$0.01 per share, having an aggregate par value of ten thousand dollars ($10,000).

SIXTH: The number of directors of the Corporation shall be four (4). The number of directors may be increased or decreased pursuant to the Bylaws of the Corporation. The names of the initial directors, each of whom shall act until the first meeting or until his successors are duly chosen and qualified are:

William R. Murphey
J. Michael Power
David R. Craig
Kwang Soo Kim

SEVENTH: Provisions for regulation of the internal affairs of the Corporation are: None.

EIGHTH: The Corporation shall exist perpetually.

NINTH: Pre-emptive rights are specifically denied.

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

Christine A. Harold
Christine A. Harold

~~2199 1059~~
3190 0193
~~2199 1701~~

0000 0049

BOOK 238 PAGE 52

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02.28 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	70	Organ. & Capitalization
61	70	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 Corp. 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 _____

TOTAL FEES 40.00

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Christine A. Harold

MAIL TO ADDRESS: Michaels & Nishner
Suite 500
1726 M Street, N.W.
Washington, D.C. 20036

✓ Check ___ Cash NOTE:

1 Documents on 2 checks

APPROVED BY: [illegible]

3190 0194

0000 0050

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 53

ARTICLES OF INCORPORATION
OF
ENCORE BUSINESS SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 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	$ 20.00	$

D2902179

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
CHRISTINE A. HAROLD
MICHAELS & WISHNER
SUITE 500
1726 M STREET, N.W.
WASHINGTON DC 20036

095C3031233

A 312325

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

A15-060

0000 0051

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
FALCON TRAVEL GROUP, INC.

DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/9/89 at 9:55 .m.

FIRST: I, John Naumann Strange, whose post office address is Hartman and Crain, 2660 Riva Road - Fourth Floor, Annapolis, Maryland 21401, being at least eighteen (18) years of age, hereby file these Articles of Incorporation 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 FALCON TRAVEL GROUP, INC..

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

(1) To own, operate, run and manage a travel agency.

(2) To carry on any other business in connection with the foregoing whether manufacturing or otherwise;

(3) To acquire (by purchase, lease, or otherwise), own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of real property, or any interest or right therein, wherever situated, within or without the State of Maryland;

(4) To organize, incorporate and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law;

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

(6) To do any act or thing and exercise any power suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such powers;

(7) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in connection with any person, firm, association or corporation; and

(8) To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon corporations formed under the Acts above referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business, or to limit or restrict any of the powers of the corporation, and the said corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations, it being the intention that the

RECEIVED NOV 9 55 DEPARTMENT OF ASSESSMENTS AND TAXATION

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M. ERLL SCHAFER
CLERK
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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

purposes, objects and powers specified in each of the paragraphs of this Article Third of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in this State is 7720 Ritchie Highway, Glen Burnie, Maryland 21061. The name and post office address of the Resident Agent of the Corporation in this State is J.H. Seaborn, 7720 Ritchie Highway, Glen Burnie, Maryland 21061. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 10,000 shares of common stock, without par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation, and shall remain less than three only in the following events:

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

2. If there is stock outstanding, the number of directors may be less than three, but not less than the number of stockholders.

The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are J.H. Seaborn, V.T. Weber.

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 the stock of any class or classes, whether now or hereafter authorized.

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

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

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CLERK'S NOTATION
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now or hereafter in force.

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

NINTH: To the maximum extent permitted by Maryland law in effect from time to time, the Corporation shall indemnify, and shall pay or reimburse reasonable expenses in advance of final disposition of a proceeding to, (i) any individual who is a present or former director or officer of the Corporation or (ii) any individual who serves or has served another corporation, partnership, joint venture, trust, employee benefit plan or any other enterprise as a director or officer of such corporation or as a partner or trustee of such corporation or as a partner or trustee of such partnership, joint venture, trust or employee benefit plan at the request of the Corporation. The Corporation may, with the approval of its Board of Directors, provide such indemnification and advancement of expenses to a person who served a predecessor of the Corporation in any of the capacities described in (i) or (ii) above and to any employee or agent of the Corporation or a predecessor of the Corporation.

Neither the amendment nor repeal of this Article Ninth of these Articles of Incorporation, nor the adoption or amendment of any other provision of the Charter or By-Laws of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding paragraph with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

TENTH: To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article Tenth of these Articles of Incorporation, nor the adoption or amendment of any other provision of the Charter or By-Laws of the Corporation inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of November, 1989, and I acknowledge the same to be my act.

WITNESS:

Julie M. Davis

John Naumann Strange

John Naumann Strange

B03467JS.ART

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BOOK 238 PAGE 57

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	40	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Hartman & Crain
2660 Riva Rd
4th Fl.
Annapolis Md
21401

TOTAL FEES 119

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: PCM VH

CERTIFIED COPY MADE

3188 1922

0000 0055

4500 0000

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/13/81 at 2:06 p.m.

BOOK 238 PAGE 59

CAPITOL ECOLOGY SYSTEMS, INC.

ARTICLES OF INCORPORATION

RECEIVED
81 NOV 13 PM 2 06
STATE DEPT. OF ASSESSMENTS & TAXATION

FIRST: I, RICHARD W. REAVEY, whose post office address is 8430 Georgian Court, Manassas, Virginia 2211, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is CAPITOL ECOLOGY SYSTEMS, INC.

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

A. To engage in the distribution, purchase, installation, repair, alteration and maintenance of water treatment systems and products, including, but not limited to, all compliances with applicable law; and

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

C. To engage in any other lawful activity or enterprise.

FOURTH: The post office address of the principal office of the Corporation in this state is 2128 Espey Court, Crofton, Maryland 21114. The name and post office address of the Resident Agent of the Corporation in this state is Joseph B. Antonelli, 953 Lombardee Circle, Glen Burnie, Maryland 21061. Said agent is an individual actually residing in this state.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000), divided into Two Thousand Five Hundred (2,500) shares of Class A Common Stock

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1990 MAY -2 PM 1:39
CLERK

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CLERK'S NOTATION
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without par value, and Two Thousand Five Hundred (2,500) share of Class B Common Stock without par value. The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers, and qualifications of each class:

A. Except as hereinfter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects.

B. With respects to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of Class A Common Stock shall posess all voting powers for all purposes, including, by way of example and not of limitation, the election of Directors, and the holders of Class B Common Stock shall have no vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

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 shall never be less than one (1). The name of the Director who shall act until the first annual meeting or unyil their successors are duly chosen and qualified is : RICHARD W. REAVEY.

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:

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CLERK'S NOTATION
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A. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter auhtorized.

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

C. 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 nay other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, any holder of any shares of the stock of the Corporation shall have anu pre-emptive right ot purchase, subscribe for, or otherwise acquire any shares of the Corporation of any class now or hereafter authorized, or any securities exchangable 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.

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

NINTH: The Corporation shall idemnify its Directors, officers, employees and agents to the maximum extent possible in accordance with the provisions of Section 2-418, Corporations and Associations Article of the Annotated Code of Maryland, and the Corporation may, in its By-Laws, extend or restrict the powers of its Directors and/or stockholders to idemnify such Directors, officers, employees and agents provided nothing in said By-Laws is inconsistent with the terms of Section 2-418, Corporation and Associations Article of the Annotated Code of Maryland, as amended.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 13th day of Nov., 1989.

WITNESS:

RICHARD W. REAVEY

0000 0060

CLERK'S NOTATION

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BOOK 238 PAGE 63

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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 _____

TOTAL FEES _____

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard Reavey
8430 Seguin Ct.
Manassas, Va 22110

30 Check 70 Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: AVH

3188 1747

0008 0061

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 64

ARTICLES OF INCORPORATION
OF
CAPITOL ECOLOGY SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 13, 1989 AT 2:06 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2901684

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
RICHARD REAVEY
8430 GEORGIAN COURT
MANASSAS VA 22110

09503031184

A 312281

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

AT5-060

0000 0062

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 58

ARTICLES OF INCORPORATION
OF
FALCON TRAVEL GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1989 AT 9:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40.00	$ 20.00	$

D2901999

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
HARTMAN AND CRAIN
2660 RIVA ROAD, 4TH FLOOR
ANNAPOLIS MD 21401

09503031215

A 312308

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

AT5-060

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 65

RECEIVED
'89 NOV 13 AM 9 20
STATE DEPT. OF ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/13/89 at 9:20 .m.

ARTICLES OF INCORPORATION

OF

CAROLYN GARDINER, INC.

The undersigned, Henry H. Whaley, whose post office address is 504 Baltimore-Annapolis Blvd.,Severna Park,Md. 21146, being at least twenty-one (21) years of age, does hereby form a Corporation under the General Laws of the State of Maryland.

FIRST: The name of said corporation is:

CAROLYN GARDINER,INC.

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

a. To engage in the sale ,lease or exchange of real property either as a principal or agent for buyers or sellers or other parties in association with a licensed real estate broker in the State of Maryland.

b. To take purchase or otherwise acquire and to hold, sell, convey, exchange, hire, lease, pledge, mortgage and otherwise deal in and dispose of all kinds of personal property, chattels, chattels real, choses in action, notes, bonds, mortgages and securites.

c. To make mortgages and other loans and advances, secured by liens on real and personal property, or other evidences of indebtedness or securites.

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1990 MAY -2 PM 1:39
N. ERLE SCHAFER
CLERK

CLERK'S NOTATION
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d. To act as agent in the managements of operation and handling of real and personal property, of every nature and description and wheresoever situated.

e. To purchase, own, hold, lease, convey, mortgage, pledge, transfer, or otherwise acquire, or dispose of, land, water rights, mills, factories, building and other structures, and all other property, both real and personal, of every description or any interest therein, necessary or desirable for carrying on the aforesaid business.

f. To acquire by purchase, lease, or otherwise, the property rights, business, goodwill, franchises, and assets of every kind of any corporation, association, firm or individual, carrying on in whole or in part, the aforesaid business, or any other business, in whole or in part, that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay any property rights, business, goodwill, franchise and assets so acquired in the stocks, bonds, or other securities of the corporation or otherwise, in the manner prescribed by law.

g. To borrow money, to make and issue its bond, notes, bills of exchange and other obligations, and to mortgage, pledge, and hypothecate any stocks, bonds or other evidences of indebtedness, and any other property held by it, as the law will permit.

h. To hold, purchase, or otherwise acquire, and to sell, assign, transfer, mortgage, pledge, or otherwise dispose

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CLERK'S NOTATION
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of bonds, certificates of indebtedness, share of the corporation, stocks and securities, created by any other corporation or corporations and while the holder thereof, to exercise all the privileges of ownership, including the right to vote thereon.

i. To acquire, purchase and hold real and personal property, of every nature and description and wheresoever situated, for and on behalf of any individual or corporation, and to manage, control, operate, purchase, sell, mortgage, lease, improve, invest, and deal in said real and personal property.

Provided, however, that nothing herein contained shall be construed as limited or restricting in any way the general powers granted a corporation, incorporated under the General Incorporation Laws of the State of Maryland, and all the foregoing shall be done in accordance with the Laws of the State of Maryland.

THIRD: The corporation may exercise all or any of its corporate powers and rights, in the State of Maryland, and in the various other States, Territories, or possessions of the United States, or in the District of Columbia, and in all or any foreign countries, so far as permitted by the laws thereof.

FOURTH: That the principal office of said corporation in the State of Maryland shall be located at 5 Catherdral Street, Annapolis, Maryland 21401 and the corporation's resident agent is Carolyn Gardiner, a citizen of the State of

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Maryland whose address is 5 Catherdral Street, Annapolis, Md. 21401.

FIFTH: The total amount of authorized capital stock of said corporation shall consist of Five Thousand (5000) shares at no par value.

SIXTH: The said Corporation shall have not less than One director nor more than five directors, and the aforesaid Carolyn Gardiner shall act together with Henry H. Whaley, _____ and Jenifer A. Taylor, _____ as such until the first annual meeting of the Corporation, or until their successors are duly chosen and qualified.

SEVENTH: The Board of Directors of this corporation is hereby empowered to authorize the issuance of shares of its stock of any class from time to time, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitation and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

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

To fix the amount to be reserved as working capital.

4 2188 1691

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

In the absence of fraud, 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 and/or stockholders of this corporation are pecunarily or otherwise interested in, or are directors or officers and/or stockholders of such other corporation.

Any director, individually or any firm of which any of the directors may be a member, may in the absence of fraud, be a party to, or be pecunarily or otherwise interested in, any contract or transaction of this corporation, provided only that the fact that he or such firm is so interested shall be disclosed or shall have been known to the directors or a majority thereof. Any contract, transaction or act of this corporation or of the Directors, which shall be ratified by a majority of a quorum of the stockholders, having voting powers, at any annual meeting or at any special meeting called for such purpose shall, so far as permitted by law and by these Articles of Incorporation be as valid and as binding as though ratified by every stockholder of this Corporation.

TENTH: This Corporation is formed upon the articles, conditions and provisions herein expressed, and is subject in all respects to the provisions and limitations relating to corporations which are contained in the statutes of the State of Maryland, governing and providing for the formation of

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

corporations under its general laws.

WITNESS the hand and seal of the aforementioned incorporator, this 10th day of NOVEMBER, 1989, in Anne Arundel County, State of Maryland.

WITNESS:

STATE OF MARYLAND
COUNTY OF ANNE ARUNDEL, to wit:

I HEREBY CERTIFY that on this 10th day of NOVEMBER, 1989 before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Henry H. Whaley the aforesaid incorporator and did make oath in due form of law that the foregoing Articles of Incorporation is his deed and respective act, in my presence, signed and sealed by him.

AS WITNESS, my hand and Notarial Seal.

SCOTT A. GILLESPIE NOTARY PUBLIC ANNE ARUNDEL COUNTY

Notary Public

My Commission expires: 7-1-90

3198 1683

0000 0069

BOOK 238 PAGE 71

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 25 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	39	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31	6	1 Corp. Good Standing
NA		Foreign Corp. 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 _____

TOTAL FEES _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Henry W Lahey
504 B + A Blvd
Severna Park, Md 21146

#34302
11-13-89
3.9.

85 Check ___ Cash NOTE:

1 Documents on 2 checks

APPROVED BY: A VH

3188 1684

0000 0070

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 72

ARTICLES OF INCORPORATION
OF
CAROLYN GARDINER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 13, 1989 AT 9:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2901569

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
HENRY WHALEY
504 BALTIMORE-ANNAPOLIS BLVD.
SEVERNA PARK MD 21146

09503031172

A 312271

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

AT5-060

0000 0071

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power or do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in this State is 7779 New York Lane, Glen Burnie, Maryland 21061. The name and post office address of the resident agent of the Corporation in this State are Merton Cohen, 19 South Charles Street, Suite 700, Baltimore, Maryland 21201. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock with a par value of One Cent ($.01) per share, for an aggregate par value of Fifty Dollars ($50.00).

SIXTH: The number of Directors of the Corporation shall be not less than three (3) nor more than twelve (12); provided, however, that (a) if at any time there is no stock outstanding, the Corporation may have less than three (3) but not

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CLERK'S NOTATION

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less than one (1) Director; and (b) if there is stock outstanding and 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 number of Directors may be increased or decreased pursuant to the By-laws of the Corporation, subject, however, to the above provisions. The names of the Directors who shall act until the first annual meeting and until their successors are duly elected and qualify are Leonard J. Attman and Gary L. Attman.

SEVENTH: The following provisions are hereby adopted for the purposes of describing the rights and powers of the Corporation and of the Directors and Stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized and securities convertible into shares of its stock of any class whether now or hereafter authorized for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

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

(c) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the fair value of his stock.

(d) Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the

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CLERK'S NOTATION
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Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities or rights exchangeable for, convertible into or evidencing rights to acquire such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing is for descriptive purposes only and shall in no way limit or restrict the terms of any other clause of this or any other Article of these Articles of Incorporation, or in any manner exclude or limit any powers conferred upon the Board of Directors under the Maryland General Corporation Law now or hereafter in force.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its Stockholders for money damages except (i) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (ii) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 9th day of November, 1989, and I acknowledge the same to be my act.

Jacqueline A. Reed
Jacqueline A. Reed

3189 1626

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CLERK'S NOTATION
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BOOK 238 PAGE 77

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

DOCUMENT CODE 029 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	59	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
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	6	1 Corp. Good Standing 11/9/89 #34259
NA		Foreign Corp. 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

TOTAL FEES _____

115 Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: AVK

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code 024

ATTENTION: _____

MAIL TO ADDRESS: _____

NOTE:

CERTIFIED COPY MADE

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0000 0075

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 78

ARTICLES OF INCORPORATION
OF
CLOVERLEAF II CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1989 AT 1:39 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2901494

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
FRANK, BERNSTEIN, CONAWAY
& GOLDMAN
300 E LOMBARD STREET
BALTIMORE MD 21202

095C3031165

A 312264

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

AT5-060

0000 0076

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

C20140.211 O
1:11/8/89

BOOK 238 PAGE 73

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/9/89 at 1:39 .m.

CLOVERLEAF II CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, Jacqueline A. Reed, whose post office address is 233 East Redwood Street, Baltimore, Maryland 21202, 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

CLOVERLEAF II CORPORATION

RECEIVED
'89 NOV 9 PM 1 39
STATE DEPT. OF ASSESSMENTS & TAXATION

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

(a) To purchase, lease or otherwise acquire, hold, use, develop, improve, sell, exchange, let, mortgage, or in any manner encumber, deal in, or dispose of real property wherever situated.

(b) To serve as a General Partner in Cloverleaf II Limited Partnership and other limited partnerships, and to perform all activities in connection therewith.

(c) To engage in any lawful act or activities permitted by a corporation organized under the laws of the State of Maryland.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose,

93138529 3188 1623
1990 MAY -2 PM 1:39
J.F. CLERK
N. ERLE SCHAFER
CLERK
0000 0077

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 238 PAGE 79 APPROVED FOR PAYMENT

11-7-89 at 8:52 A.M.

ARTICLES OF INCORPORATION

FOR

ARUNDEL PROFESSIONAL BILLING SERVICES, INC.

FIRST: I, Rhonda Harding-Pollero, whose post office address is 7419 Baltimore-Annapolis Boulevard, Post Office Box 1330, Glen Burnie, Maryland 21061, 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 ARUNDEL PROFESSIONAL BILLING SERVICES, INC.

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

(1) To perform billing services for the single or multi-practice office; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 6215 Orchard Road, Linthicum, Maryland 21090. The name and the post office address of the Resident Agent of the Corporation in this State are Brenda Bosma, 491 Symington Road, Severna Park, Maryland 21146. Said Resident Agent is an individual actually living in this State.

FIFTH: 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.

LAW OFFICES
LESSANS & TATE
7419 BALTIMORE
ANNAPOLIS BOULEVARD
POST OFFICE BOX 1330
GLEN BURNIE, MD 21061
(301) 760-5000

93118157 3188 1548

NOV 2 PM 1:39

J.F. CLERK

R. BRUCE CRAPER
CLERK

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CLERK'S NOTATION
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SIXTH: The Corporation shall have three (3) Directors whose names are:

Brenda Bosma
Linda Pascoe
Richard C. Burt

SEVENTH: No officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such officer is entered in a proceeding based on a finding in the proceeding based on a finding in the proceeding that such officer's action or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31st day of October, 1989, and I acknowledge the same to be my act.

Rhonda Harding Pollero
Rhonda Harding Pollero

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to wit:

I HEREBY certify on this 31st day of October, 1989, before me, the subscriber, a Notary Public, in and for the County aforesaid, personally appeared RHONDA HARDING-POLLERO, who acknowledged the aforegoing Articles of Incorporation to be her act.

Doreen D. Stivers
NOTARY PUBLIC

My Commission Expires July 1, 1990.

DOREEN D. STIVERS NOTARY PUBLIC ANNE ARUNDEL COUNTY, MD.

LAW OFFICES
LESSANS & TATE
7419 BALTIMORE
ANNAPOLIS BOULEVARD
POST OFFICE BOX 1330
GLEN BURNIE, MD 21061
(301) 760-5000

BOOK 238 PAGE 81

CLERK'S NOTATION
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STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2
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 Corp. 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

TOTAL FEES 48

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: JMT VH

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Martin B. Lessans

MAIL TO ADDRESS: Lessans & Tate
7419 Baltimore-Annapolis Blvd
P.O. Box 1530
Glen Burnie, Md 21061

NOTE:

3188 1550

~~3187 2344~~

0000 0080

BOOK 238 PAGE 82

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
ARUNDEL PROFESSIONAL BILLING SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 7, 1989 AT 8:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2901312

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
LESSANS AND TATE
ATTN: MARTIN B. LESSANS
7419 BALTIMORE ANNAPOLIS BLVD.
P. O. BOX 1330
GLEN BURNIE MD 21061

09SC3031147

A 312248

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO
2188 1547

AT5-060

0000 0081

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 238 PAGE 83

APPROVED FOR PAYMENT
11-6-89 at 3:31 p.m.

Dul

ARTICLES OF INCORPORATION
OF
CLASSIC FASHIONS BY MICKI, INC.

FIRST: I, Robert B. Curran, whose post office address is Frank, Bernstein, Conaway & Goldman, 300 East Lombard Street, Baltimore, Maryland 21202, 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 (the "Corporation") is

Classic Fashions By Micki, Inc.

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

(a) To operate a retail clothing store.

(b) To carry on the business described above and any other related or unrelated business and activity in the State of Maryland, in any state, territory, district, or dependency of the United States, or in any foreign country.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Store B-3, Bay Bridge Market Place, 595 Revells Highway, Annapolis, MD 21401. The name and post office address of the resident agent of the Corporation in this State are Robert B. Curran, c/o Frank, Bernstein, Conaway & Goldman, 300 East Lombard Street, Baltimore, Maryland 21202. This resident agent is an individual actually residing in this State.

FIFTH: The total authorized capital stock of the Corporation is Five Thousand (5,000) shares without par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. 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: Max Gold and Edith Gold.

1990 MAY -2 PM 1:39

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R. ERLE SCHAFER
CLERK

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CLERK'S NOTATION
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SEVENTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement, or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former directors of the Corporation, (2) present or former officers of the Corporation, (3) present or former agents and/or employees of the Corporation, (4) present or former administrators, trustees or other fiduciaries under any pension, profit-sharing, deferred compensation, or other employee benefit plan maintained by the Corporation, and (5) persons serving or who have served at the request of the Corporation in any of these capacities for any other corporation, partnership, joint venture, trust, or other enterprises. However, the Corporation shall not have the power to indemnify any person to the extent such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule, or regulation of similar import.

EIGHTH: No Stockholder of the Corporation shall have any preferential or pre-emptive right to acquire additional shares of stock of the Corporation except to the extent that, and on such terms as, the Board of Directors from time to time may determine.

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

(a) The Corporation reserves the right to adopt from time to time any amendment to its Charter, as now or hereafter authorized by law, including any amendment that alters the contract rights, as expressly set forth in the Charter, of any outstanding stock.

(b) Except as otherwise provided in the Charter or By-Laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Board of Directors. The Board of Directors shall have and may exercise all of the rights, powers, and privileges of the Corporation, except only for those that are by law or by the Charter or By-Laws of the Corporation

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CLERK'S NOTATION
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conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is specifically authorized and empowered from time to time in its discretion:

(1) To authorize the issuance of shares of the Corporation's stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors deems advisable, subject to such restrictions or limitations, if any, as may be set forth in the By-Laws of the Corporation;

(2) By articles supplementary to these Articles of Incorporation, to classify or reclassify any unissued shares by fixing or altering in any one or more aspects, before issuance of those shares, the preferences, conversion or other rights, voting powers, restrictions, qualifications, dividends, or terms or conditions of redemption of those shares, including but not be limited to the reclassification of unissued common shares to preferred shares or unissued preferred shares to common shares;

(3) To borrow and raise money, without limit and upon any terms, for any corporate purposes; and, subject to applicable law, to authorize the creation, issuance, assumption, or guaranty of bonds, debentures notes, or other evidences of indebtedness for money so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, determines, and to secure the payment of principal, interest, or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, all or any part of the properties, assets, and goodwill of the Corporation then owned or thereafter acquired.

TENTH: To the full extent permitted under the Maryland General Corporation Law as in effect on the date hereof, or as hereafter from time to time amended, no director or officer shall be liable to the Corporation or to its stockholders for money damages for any breach of any duty owed by such director or officer to the Corporation or any of its stockholders. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a director or officer or former director or officer of the Corporation with respect to any matter

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CLERK'S NOTATION
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which occurred, or any cause of action, suit or claim which but for this Article would have accrued or arisen, prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 6th day of November, 1989.

(SEAL)
Robert B. Curran

4982J

0000 0085

CLERK'S NOTATION
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BOOK 238 PAGE 87

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 024

ATTENTION: Colleen Ferg Helmlinger

MAIL TO ADDRESS: _____

TOTAL FEES _____

50 Check ___ Cash NOTE:

___ Documents on ___ checks

APPROVED BY: A VH

3188 1490

0000 0086

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 88

ARTICLES OF INCORPORATION
OF
CLASSIC FASHIONS BY MICKI, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 6, 1989 AT 3:31 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2901197

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
FRANK, BERNSTEIN, CONAWAY
& GOLDMAN-COLLEEN FERG HELMLINGER
300 E LOMBARD STREET
BALTIMORE MD 21202

095C3031135

A 312236

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2188 1475

AT5-060

0000 0087

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

HOOKS LANE EXECUTIVE PARK OFFICE CONDOMINIUM COUNCIL, INC.

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-08-89 at 11:10 .m.

THIS IS TO CERTIFY:

That I, WILLIAM D. SHAUGHNESSY, JR., whose post office address is Tenth Floor, Sun Life Building, 20 S. Charles Street, Baltimore, Maryland, 21201, being of full legal age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland, and for such purposes do hereby make, execute and adopt the following Articles of Incorporation:

ARTICLE I. The name of the Corporation shall be:

"HOOKS LANE EXECUTIVE PARK OFFICE CONDOMINIUM COUNCIL, INC."

ARTICLE II. The general purposes for which this Corporation is formed, and the business or objects to be carried on and promoted by it, are as follows:

(a) to organize and operate a corporation, no part of the net earnings of which is to inure to the benefit of any member or other individual;

(b) pursuant to and in conformity with the requirements of Title 11 of the Real Property Article of the Annotated Code of Maryland (1988 Repl. Vol., as amended), herein elsewhere called the "Condominium Act", and in a manner consistent with a certain Declaration and By-Laws relating thereto and heretofore recorded among the Land Records for Baltimore County, to provide for the maintenance, operation and management of a certain condominium project located in Baltimore County, Maryland, sometimes hereinafter called "the Condominium" and identified as follows:

"HOOKS LANE EXECUTIVE PARK OFFICE CONDOMINIUMS"

For the general purposes aforesaid, and limited to those purposes, this Corporation shall have the following powers:

(a) to acquire, construct, manage, improve, maintain, operate, care for and to buy, own, sell, convey, assign, mortgage or lease any real estate and any personal property necessary to or incident to the furtherance of the business of this Corporation; and

(b) to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, to secure the same by mortgage, deed of trust, pledge, or other lien; and

(c) to enter into any kind of activity,

RECEIVED
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STATE DEPT. OF ASSESSMENTS & TAXATION
93138122
1990 MAY -2 PM 1:39
J.F. CLERK
H. ERLE SCHAFER
CLERK
3188 1467
0000 0088

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

and to perform and carry out contracts of any kind necessary to, or in conjunction with, or incidental to the accomplishment of the non-profit purposes of the Corporation; and

(d) to exercise and perform, without limitation, all of the powers, functions and duties of the Council of Unit Owners of the Condominium hereinabove referred to in a manner consistent with the provisions of the Condominium Act, the aforesaid Declaration and By-Laws; and

(e) insofar as permitted by law, to do any other thing that, in the judgment of the Board of Directors, will promote the non-profit purposes of the Corporation or the common benefits of its members and, in general, to exercise the powers set out in the Condominium Act, the Declaration hereinabove referred to and the By-Laws of this Corporation and to do every other act not inconsistent with law which may be appropriate to promote and attain the purposes set forth in the Condominium Act, the Declaration and the By-Laws.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of this Corporation, and the enjoyment of the exercise thereof, as conferred by the Condominium Act and the General Laws of the State of Maryland.

ARTICLE III. This Corporation shall be without capital stock and will not be operated for profit. This Corporation does not contemplate the distribution of gains, profits or dividends to any of its members. The members of this Corporation shall not be personally liable for the debts, liabilities, or obligations of this Corporation.

ARTICLE IV. Every person, group of persons, corporation, partnership, trust or other legal entity or any combination thereof, who is a record owner of a fee interest in any condominium unit in Hooks Lane Executive Park Office Condominiums as from time to time constituted shall be a member of this Corporation; provided, however, that any such person, group of persons, corporation, partnership, trust or other legal entity, or any combination thereof, who holds such interest solely as security for the performance of an obligation shall not be a member by reason only of such interest. At such time as a member's ownership of a unit ceases for any reason, membership in the Corporation shall also cease. Other than as an incident to a lawful transfer of title to a unit, membership shall be nontransferable, and any attempted transfer shall be void.

The property, voting and other rights and privileges of membership, the liability of each member for assessments for common expenses, and the method of collection thereof, shall be as set forth in the Declaration and By-Laws relating to the Condominium.

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CLERK'S NOTATION

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ARTICLE V. The affairs of the Corporation shall be governed by a Board of Directors composed of three (3) persons who must be owners of units in the Condominium, or authorized representatives of any entity which may be an owner of a unit in the Condominium. Notwithstanding the preceding sentence, the Board shall initially be composed of three (3) persons, Leonard J. Attman, Gary L. Attman and Shellye Attman Gilden until they are removed as provided in the By-Laws, until their successors are elected at an annual meeting of the Council of Unit Owners or until they shall resign. The number of Directors fixed by these Articles may be increased pursuant to the provisions of the By-Laws, but shall never be decreased to less than three (3). The Directors shall serve without compensation except that they will be entitled to reimbursement for reasonable expenses incurred on behalf of the Corporation or while engaged in Corporation business.

The qualifications, powers, duties and tenure of the office of Directors and the manner by which Directors are to be chosen shall be as prescribed and set forth in the By-Laws of the Condominium. Officers of this Corporation shall be elected and shall serve as provided for in said By-Laws.

ARTICLE VI. The Corporation shall indemnify every officer and Director of the Corporation as set forth in the By-Laws.

ARTICLE VII. This Corporation reserves the right to amend, alter or repeal any provision contained in these Articles in the manner now or hereafter prescribed by statute for the amendment of the Articles of Incorporation.

ARTICLE VIII. The period of existence and duration of the life of this Corporation shall be perpetual, subject to the right of the unit owners to terminate the Condominium as provided in Section 11-123 of the Condominium Act and in the Declaration and By-Laws.

ARTICLE IX. The principal office for the transaction of business of this Corporation shall initially be located in Baltimore County, State of Maryland, at:

7779 New York Lane
Glen Burnie, Maryland 21061

The following named person shall be designated as the statutory resident agent of this Corporation, and said resident agent is a citizen of and actually resides in the State of Maryland:

Leonard J. Attman
7779 New York Lane
Glen Burnie, Maryland 21061

3188 1465

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CLERK'S NOTATION

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IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of NOVEMBER, 1989, and I acknowledge the same to be my act.

MG

WITNESS:

(SEAL)
WILLIAM D. SHAUGHNESSY, JR.

RETURN TO:

WDS

KAPLAN, HEYMAN, GREENBERG
ENGELMAN & BELGRAD, P.A.
20 S. Charles St., 10th Floor
Baltimore, Maryland 21201

0000 0091

BOOK 238 PAGE 93

CLERK'S NOTATION
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STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61	30	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	10	1 Certified Copy 4
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 034

ATTENTION: Wm. D. Shaughnessy

MAIL TO ADDRESS: _____

TOTAL FEES 100

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: Jm. T VII

3188 1467

CERTIFIED COPY MADE

0000 0092

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
HOOKS LANE EXECUTIVE PARK OFFICE CONDOMINIUM
COUNCIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 8, 1989 AT 11:10 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2901171

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
KAPLAN, HEYMAN, GREENBERG
ENGELMAN & BELGRAD, P.A.
TENTH FLOOR, SUN LIFE BUILDING
20 S. CHARLES STREET
BALTIMORE MD 21201

09503031133

A 312234

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

~~5147~~ 2262

AT5-060

0000 0093

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
11-9-89 at 9:20 a.m.

CAPITAL FOOD SERVICE, INC.

A Maryland Close Corporation

Organized Pursuant to Title 4 of the

Corporations and Associations Article of the

Annotated Code of Maryland

P

ARTICLES OF INCORPORATION

FIRST: I, Robert Leith Sauls, II, whose post office address is 107 Wallace Manor Road, Edgewater, Maryland 21037, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

(1) To operate a food distribution and vending service

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

(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 107 Wallace Manor Road, Edgewater, Maryland 21037. The name and post office address of the resident agent of the Corporation in this

1989 NOV -9 AM 10:46

1990 MAY -2 PM 1:39
H. ERLE SCHAFER
CLERK

93138246 3188 1399

0000 0094

CLERK'S NOTATION
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State are: Robert Leith Sauls, II, 107 Wallace Manor Road, Suite 103, Edgewater, Maryland 21037. The 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 Three Thousand (3,000) 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 bylaws of the Corporation. The name of the director who shall act until the first annual meeting or until a successor is fully chosen and qualified is Robert Leith Sauls, II.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31 day of October, 1989, and I acknowledge the same to be my act.

Witness

ROBERT LEITH SAULS, II

3188 1400

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CLERK'S NOTATION
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BOOK 238 PAGE 97

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	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 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 Corp. 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
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: Karen R. Carolan

MAIL TO ADDRESS: James A. McGuire
140 Mayo Rd.
P.O. Box 232
Edgewater, Md
21037

TOTAL FEES 41.00

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

3188 1401

0000 0096

CLERK'S NOTATION

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BOOK 238 PAGE 98

ARTICLES OF INCORPORATION
OF
CAPITAL FOOD SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1989 AT 9:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2901056

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 A. MCGUIRE
ATTN: KAREN R. CAROLAN
140 MAYO ROAD
P. O. BOX 232
EDGEWATER MD 21037

095C3031121

A 312222

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

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CLERK'S NOTATION

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BOOK 238 PAGE 99

CONTRAX TECHNOLOGIES, INC. (Formerly Known As)
FONDENGCUP ENTERPRISES, INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-6-89 at 10:21a

Articles of Amendment

FONDENGCUP ENTERPRISES, INC., a Maryland corporation having its principal office at 7509 Connelley Drive, Suite C, Hanover, Maryland 21076, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department"), that the Corporation desires to amend and restate its charter currently in effect as hereinafter provided.

FIRST: The undersigned certify that they are the officers of the Corporation formed under and by virtue of the general laws of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation"), shall be CONTRAX TECHNOLOGIES, INC.

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

(1) To operate and maintain an establishment for the manufacture and repair of printed circuit boards and other electronic technology to service business, industry, governmental agencies, and others who may have need of the Corporation's services, with such products and related services as fully and to the same extent as natural persons might or could do; provided such services do not violate any local, county, state or federal laws, these Articles or the By-Laws of the Corporation.

(2) To acquire, by purchase, subscription, or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages, or other obligations, and any certificates, warrants, receipts, or other instruments for the same, or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to issue in exchange therefor, in the manner permitted by law, shares of capital stock, bonds or other obligations of the Corporation; script voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness, to possess and excercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

RECEIVED
1989 NOV 6 AM 10 21
DEPT. OF ASSESSMENTS & TAXATION

1989 OCT 23 A 9:10
J. F. CLERK

1990 MAY -2 PM 1:39
H. ERLE SCHAFER
CLERK

93100574

[redacted]

BLOOM AND JULIAN
Attorneys at Law
2901 Druid Park Dr.
Baltimore, MD 21215
(301) 669-6544

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CLERK'S NOTATION

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(3) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of or turn to account, or deal with all or any part of the property of the Corporation, and from time to time to vary any investment or employment of the capital of the Corporation.

(4) To build, erect, construct, alter, reconstruct, and improve any and all buildings and structures upon any lands or waters whatsoever.

(5) To import, export, hold, own, buy, sell, assign, consign, take on consignment, lease, hire, mortgage, pledge, transfer, manufacture, produce, prepare, deal in and deal with and in any manner dispose of goods, wares, and merchandise and chattels and effects of all kinds, both at wholesale and retail, and in any part of the world.

(6) To acquire, build, charter, buy, lease, rent, operate, and use vehicles and other means of transportation of any kind or character whatsoever.

(7) To apply for, obtain, register, purchase, lease or otherwise acquire or own any concessions, rights, options, patents, patent-rights, privileges, inventions, formulae, processes, copyrights, trade-marks, trade names, or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate, or manufacture under of in any way otherwise deal in and with the same; and perform, carry out, and fulfill the terms and conditions of any option or contract in relation thereto.

(8) To purchase, lease, or otherwise acquire the property of every kind, including the business, good will, rights and franchises of any corporation, co-partnership, association or individual, or any part of such business, and to undertake, guarantee, assume to pay the liability thereof, and to pay for such property, business, goodwill rights, and franchises by the issue of stock or other securities of the Corporation, or otherwise in the manner provided by law, and to conduct in any lawful manner the business so acquired, and to exercise all powers necessary or convenient in and about the conduct, management, and carrying on of such business.

(9) To organize, incorporate, and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law.

(10) To acquire, by purchase, lease or otherwise, to own, use and operate factories, shops, and manufacturing plants, including lands, buildings, machinery, equipment, and appliances, warehouses, stores and other properties within or without the State of Maryland which may be useful to accomplish any of the purposes or carrying on any of the businesses of the character hereinbefore referred to.

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Attorneys at Law
2901 Druid Park Dr.
Baltimore, MD 21215
(301) 669-6544

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(11) To acquire by purchase, lease, exchange, or otherwise, real and personal property without limit in the State of Maryland or other states or territories of the United States and in the District of Columbia, and in foreign countries, nd to hold, use, pledge, mortgage, sell or otherwise dispose of any property, real or personal, owned by it.

(12) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and, in carrying on its business and for the purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient, or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such objects and purposes.

(13) To carry on any other business in connection with the foregoing, whether manufacturing or otherwise.

(14) To enter into, make and perform contracts without limit as to character or amount; execute, issue, and endorse any bonds, debentures, and noties, and make, draw, accept, and endorse drafts, bills of exchange, and negotiable instruments of all kinds, as permitted by law.

(15) To borrow or raise money for any of the purposes of this Corporation, and to issue bonds, debenturs, debenture stocks, notes, or other obligations of any nature, and to secure the same by pledge or mortgage of the whole or any part of the property of the Corporation, whether real or personal, and at the time owned or thereafter acquired, or to issue bonds, debentures, stocks or notes without any such security.

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

(17) To purchase, hold, and reissue the shares of its capital stock, and its bonds, debentures, debenture stocks, notes, or other obligations in such manner as the Board of Directors may from time to time determine.

(18) To do any act or thing and exercise any power suitable, convenient, or proper fo the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such purposes.

BLOOM AND JULIAN
Attorneys at Law
2901 Druid Park Dr.
Baltimore, MD 21215
(301) 669-6544

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CLERK'S NOTATION

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(19) To have one or more offices and places of business, and to cary on all or any of its operations or business, without restriction or limit as to the amount or place, in any of the states, districts, or territories of the United States, and any and all foreign countries, subject to the laws of such state, district, territory or country.

The foregoing enumeration of purposes, objects, and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object, or business in any manner to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy, and exercise all of the powers and rights now or hereafter conferred by statute upon corporations of a similar character, it being the intention that the purposes, objects, and powers specified in each of the paragraphs of this Article Third of the Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this or any other Article of these Articles of Incorporation, or any amendment thereto, and shall each be regarded as independent, and construed as herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

A.A. Co. ✓

FOURTH: The post office address of the principal office in Maryland is 7509 Connolly Drive, Suite C, Hanover, Maryland 21076. The name and post office address of the Resident Agent of the Corporation is JOHN R. CREDLE, 1389 Hoods Mill Road, Cooksville, Maryland 21723; said Resident Agent is a citizen of Maryland and actually resides therein.

FIFTH: 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 the number permitted by Sec. 2-402 of the Corporation and Association Article of the Annotated Code of Maryland as amended from time to time. The names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

JOHN R. CREDLE
1389 Hoods Mill Road
Cooksville, MD 21723

PATRICIA A. DAWSON
5356 Patrick Henry Drive
Baltimore, MD 21225

SYLVIA S. EDWARDS
4701 Maryknoll Road
Pikesville, MD 21208

SIXTH: The total amount of authorized capital stock of the Corporation is One Hundred (100) shares of common stock, without par value.

BLOOM AND JULIAN
Attorneys at Law
2901 Druid Park Dr.
Baltimore, MD 21215
(301) 669-6544

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

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

(2) Any director individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided that in case a director, or a firm of which a director is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and ratified by a majority of the disinterested directors; any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, of the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction.

(3) Any contract, transaction, or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall so far as permitted by law be as valid and as binding as though ratified by every stockholder of the Corporation.

(4) Unless the By-Laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the Board of Directors or by any committee or superior officer upon whom such powers of removal may be conferred by the By-Laws or by the authority of the Board of Directors.

(5) The Corporation reserves the right from time to time to make any amendments to its Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any of its outstanding stock by classification, reclassification, or otherwise; but no such amendment which changes the terms of

BLOOM AND JULIAN
Attorneys at Law
2901 Druid Park Dr.
Baltimore, MD 21215
(301) 669-6544

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CLERK'S NOTATION
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any outstanding stock shall be valid unless such change in the terms thereof shall be authorized by the holders of sixty-six and two-thirds percent (66 2/3%) of the shares of such stock at the time outstanding, by a vote at a meeting or in writing without a meeting.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The private property of the stockholders, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

TENTH: With the consent in writing or pursuant to an affirmative vote of the holders of sixty-six and two-thirds percent (66 2/3%) of the voting stock issued and outstanding, the directors shall have the authority to dispose, in any manner, of the whole property of this Corporation.

The By-Laws of the Corporation shall determine whether and to what extent the books and accounts of the Corporation, or any of them, shall be open to inspection of the stockholders; and no stockholders shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by law, or by-laws, or by the resolution of the stockholders.

The directors shall have power by resolution passed by a majority vote or the whole board, under suitable provisions of the By-Laws, to designate one or more of their number to constitute an Executive Committee, which Committee shall for a time being, as provided in said resolution or in the By-Law, have and exercise any or all of the powers of the Board of Directors which may be lawfully delegated in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of said Corporation to be affixed to all papers, which may require it.

This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, in the manner now or hereafer prescribed by the statutes of the State of Maryland and all rights conferred on officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned officers hereby certify under the penalties of perjury the aforegoing Articles of Amendment to be their act and deed this 4th day of October, 1989.

JOHN R. CREDLE, President

PATRICIA A. DAWSON, Secretary

SYLVIA EDWARDS, Treasurer

BLOOM AND JULIAN
Attorneys at Law
2901 Druid Park Dr.
Baltimore, MD 21215
(301) 669-6544

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CLERK'S NOTATION

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STATE OF MARYLAND,

CITY OF Baltimore, To Wit:

I HEREBY CERTIFY that on this 4th day of October, 1989, beore me, a Notary Public in and for the aforesaid State and County, personally appeared JOHN R. CREDLE, PATRICIA A. DAWSON, and SYLVIA EDWARDS, and acknowledged the foregoing Articles of Amendment to be their act.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal.

ROBERT L. BLOOM NOTARY PUBLIC BALTIMORE CO., MD.

NOTARY PUBLIC

My Commission Expires:

BLOOM AND JULIAN
Attorneys at Law
2901 Druid Park Dr.
Baltimore, MD 21215

(301) 669-6544

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 106

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

DOCUMENT CODE 9A BUSINESS CODE 03 COUNTY 52

D2249993 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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 _____

TOTAL FEES 20

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: JW CM

Name Change (New Name) Contrax Technologies, Inc.

✓ Change of Name
✓ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
✓ Other Change delete close

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Bloom and Julian
2901 Druid Park Dr.
Balt Md 21215

NOTE: delete close

3187 0299

0000 0105

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 107

ARTICLES OF AMENDMENT
OF
FONDENGCUP ENTERPRISES, INC.
CHANGING ITS NAME TO:
CONTRAX TECHNOLOGIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 6, 1989 AT 10:21 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	$

D2249993

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
BLOOM AND JULIAN
2901 DRUID PARK DRIVE
BALTIMORE MD 21215

094C3030895

A 312165

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

ACS-060

0000 0104

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 108

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

HARAMIS, INC.

ARTICLES OF REVIVAL

APPROVED FOR RECORD
10/26/89 at 9:59 a.m.

FIRST: THE NAME OF THE CORPORATION AT THE TIME THE CHARTER WAS FORFEITED WAS HARAMIS, INC.

SECOND: THE NAME WHICH THE CORPORATION WILL USE AFTER REVIVAL IS HARAMIS, INC.

THIRD: THE NAME AND ADDRESS OF THE RESIDENT AGENT IS, EVELYN HARAMIS, WHOSE ADDRESS IS 357 ROUTE 3 NORTH, MILLERSVILLE, MD 21108, WHICH SHALL ALSO BE THE PRINCIPAL OFFICE ADDRESS.

FOURTH: THESE ARTICLES OF REVIVAL ARE FOR THE PURPOSE OF REVIVING THE CHARTER OF THE CORPORATION.

FIFTH: AT OR PRIOR TO THE FILING OF THESE ARTICLES OF REVIVAL THE CORPORATION HAS:

(A) PAID ALL FEES REQUIRED BY LAW;

(B) FILED ALL ANNUAL REPORTS WHICH SHOULD HAVE BEEN FILED BY THE CORPORATION IF ITS CHARTER HAD NOT BEEN FORFEITED;

(C) PAID ALL STATE AND LOCAL TAXES, EXCEPT TAXES ON ESTATE, AND ALL INTEREST AND PENALTIES DUE BY THE CORPORATION OR WHICH WOULD HAVE BECOME DUE IF THE CHARTER HAD NOT BEEN FORFEITED WHETHER OR NOT BARRED BY LIMITATIONS.

THE UNDERSIGNED WHO WERE RESPECTIVELY THE LAST ACTING PRESIDENT AND SECRETARY OF THE CORPORATION SEVERALLY ACKNOWLEDGE THE ARTICLES TO BE THEIR ACT.

1990 MAY -2 PM 1:39
CLERK
J.T. CLERK

Evelyn Haramis
EVELYN HARAMIS, LAST ACTING PRESIDENT

Konstantinos A. Haramis
KONSTANTINOS HARAMIS, LAST ACTING SECRETARY

93118172

0000 0107

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

HARAMIS, INC.

ARTICLES OF REVIVAL

I, EVELYN HARAMIS, PRESIDENT OF HARAMIS, INC., HEREBY DECLARE THAT THE PREVIOUSLY MENTIONED CORPORATION HAS PAID ALL STATE AND LOCAL TAXES, EXCEPT TAXES ON REAL ESTATE, AND ALL INTEREST AND PENALTIES DUE BY THE CORPORATION OR WHICH WOULD HAVE BECOME DUE IF THE CHARTER HAD NOT BEEN FORFEITED WHETHER OR NOT BARRED BY LIMITATIONS.

Evelyn Haramis

EVELYN HARAMIS, PRESIDENT

I HEREBY CERTIFY THAT ON OCTOBER 23, 1989, BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC OF THE STATE OF MARYLAND, IN AND FOR THE COUNTY OF BALTIMORE, PERSONALLY APPEARED, EVELYN HARAMIS, AND MADE OATH UNDER THE PENALTIES OF PERJURY THAT THE ABOVE MATTER AND FACTS SET FORTH IN THE AFFIDAVIT ARE TRUE TO THE BEST OF HER KNOWLEDGE, INFORMATION AND BELIEF.

AS WITNESS, MY HAND AND NOTARIAL SEAL.

Arlene T. Raylman

NOTARY PUBLIC

MY COMMISSION EXPIRES My Commission Expires July 1, 1990.

3187 0437

0000 0108

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 110

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

DOCUMENT CODE 18 BUSINESS CODE _____ COUNTY 52

D1912658 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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	20	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	30	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	6	1 Corp. Good Standing #34382
NA		Foreign Corp. 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 ____

TOTAL FEES

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Hornus
357 Route 3 North
Millersville, Md 21108

50 Check ___ Cash

___ Documents on ___ checks

APPROVED BY: Acm

NOTE:
QQ co. said all taxes are paid

7197 0439

0000 0109

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 111

THE ARTICLES OF REVIVAL
OF
HARAMIS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 26, 1989 AT 9:59 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

D1912658

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
HARAMIS
357 ROUTE 3 NORTH
MILLERSVILLE MD 21108

094C3030884

A 312158

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

A15-060

0000 0110

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

11-8-89 at 8:39 a.m.

BOOK 238 PAGE 112

SIG PROPERTIES, INC.
ARTICLES OF INCORPORATION

FIRST: I, the undersigned, whose post office address is 479 Jumpers Hole Road, Suite 104, Severna Park, MD 21146, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To advertise, sell, promote, market, lease, and generally engage in deal with the operation of a bingo hall and to engage in such activities pertaining or incidental thereto; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 747 Route 3 North, Gambrills, MD 21054. The name and post office address of the Resident Agent of the Corporation in this State are Matthew S. Evans, Jr., 479 Jumpers Hole Road, Severna Park, MD 22146. Said resident agent is an individual actually residing in this State.

FIFTH: THe total number of shares of capital stock which the Corporation has authority to issue is Five THousand (5000) shares of common stock, without par value.

SIXTH: 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 which shall never be less than three (3), provided that:

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

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but no less than the number of stockholders.

1989 DEC -8 A 8:39

93128094

J.F. CLERK

1990 MAY -2 PM 1:39

W. EARL SCHAFER
CLERK

0000 0111

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

The names of the directors who shall act until the first annual meeting or until a successor is duly chosen and qualified are Sheldon Blum, Murray Weinstein and Irene Blum.

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

EIGHTH: 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 or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

3187 0650

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

WITNESS

MATTHEW S. EVANS, JR.
Incorporator

VERIFICATION

I, the undersigned, hereby declare and affirm under the penalties of perjury that the contents of the foregoing Articles of Incorporation of SIG PROPERTIES, INC. are true and correct to the best of my information, knowledge and belief.

DATE 11/6/89

MATTHEW S. EVANS, JR.
Incorporator

2197 0651

BOOK 238 PAGE 115

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	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 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 Corp. 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 _____

TOTAL FEES 40.00

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Matthew S. Evans
429 Jumpers Hole Rd
Suite 104
Severna Park, Md
21146

___ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: _____

3187 0652

0000 0114

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 116

ARTICLES OF INCORPORATION
OF
SIG PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 8, 1989 AT 8:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2898922

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
MATTHEW S. EVANS
479 JUMPERS HOLE RD.
SUITE 104
SEVERNA PARK MD 21146

094C3030842

A 312118

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

AT5-060

0000 0115

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION

PENELOPE M. SCHNELL CPA, PA BOOK 238 PAGE 117

(A Close Corporation under C.A. Title 4 of the Annotated Code of Maryland)

THIS IS TO CERTIFY:

That I, the subscriber, PENELOPE M. SCHNELL, whose post office address is 1655 Cananaro Drive, Annapolis, Maryland 21401, being of full legal age, do, under and by virtue of the General Corporation Laws of the State of Maryland and the Corporations and Associations Article of the Annotated Code of Maryland authorizing the formation of corporations, hereby form a corporation.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
11-8-89 at 8:36 a.m.
1989 NOV -8 A 8:36

ARTICLE I

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

PENELOPE M. SCHNELL CPA, PA

ARTICLE II

PURPOSE

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

A. To engage in the profession of accounting which will include but not be limited to bookkeeping, tax preparation and financial advisory services.

B. To purchase, lease or otherwise acquire hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of personal property, books or equipment of every kind necessary for the rendering of its professional services.

C. To purchase, lease, or otherwise, acquire, hold, maintain, develop, improve, let, convey, mortgage, sell, transfer, exchange, or in any manner encumber or dispose of real property, wherever situate, necessary for the rendering of its professional services.

D. To invest its funds in real estate, mortgages, stocks, bonds, and other types of investments.

E. To purchase or otherwise acquire, hold and reissue, as permitted by law, shares of its capital stock of any class.

93128091

1990 MAY -2 PM 1:39
M. ERLE SCHAFER
CLERK

7157 0554

0000 0118

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

G. To consolidate or merge with another domestic professional corporation organized under the Professional Service Corporation Act of this State to render the same specific professional services.

H. To carry on the purposes, objectives, and services of the Corporation through others for its own account, or for the account of others, or with others in a partnersip or joint venture or other entity, whether as a limited or general partner, or otherwise; provided, however, that the professional services of the Corporation may only be carried on through, for, or with others, authorized to render the same professional services as that of the Corporation.

ARTICLE II

ADDRESS AND RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at 1655 Cananaro Drive, Annapolis, Maryland 21401. The Resident Agent of the Corporation is PENELOPE M. SCHNELL whose post office address is 1655 Cananaro Drive, Annapolis, Maryland 21401. Said Resident Agent is a citizen of the State of Maryland and actually resides therin.

0000 0117

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLE IV

STATUS OF CORPORATION

The Corporation 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 shall have one (1) Director and PENELOPE M. SCHNELL shall act as such until the first annual meeting or until her successors are duly chosen and qualified. The number of Directors of this Corporation may be increased or decreased, but in no event shall this Corporation have less than one (1) Director.

ARTICLE VI

CAPITAL STOCK

The total amount of the authorized stock of the Corporation is five thousand shares of common stock of no par value.

The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock, without par value, for such consideration as said Board of Directors may deem advisable, irrespective of the value or amount of such consideration, after first obtaining the unanimous approval of all stockholders of the Corporation.

ARTICLE VII

AMENDMENT

The Corporation, upon unanimous approval of the stockholders, reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law.

ARTICLE VIII

DURATION OF CORPORATION

The duration of the Corporation shall be perpetual.

2187 0666

0000 0118

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLE IX

This Corporation is formed under the articles, provisions, and conditions herein expressed and is subject in all respects to the provisions and limitations relating to corporations which are contained in the Statutes of the State of Maryland, governing and providing for the formation of corporations under its General Laws.

ARTICLE X

The Corporation may begin to carry on any of its businesses authorized by these Articles of Incorporation at any time after incorporation in the discretion of its Board of Directors, without all of its stock being subscribed and/or paid for.

IN WITNESS WHEREOF, I have signed and sealed these Articles of Incorporation this day of , 1989.

WITNESS:

_____ Penelope M. Schnell (SEAL)
PENELOPE M. SCHNELL

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to wit:

I HEREBY CERTIFY, that on this 30 day of Nov, 1989, before me, the subscriber, a Notary Public in and for the State of Maryland, personally appeared PENELOPE M. SCHNELL, the within incorporator, known to me or satisfactorily proven to be the person whose name is subscribed upon the aforegoing Articles of Incorporation, and she acknowledged the said Articles of Incorporation to be her act.

AS WITNESS my hand and Notarial Seal.

Janette Kelly
NOTARY PUBLIC

My Commission Expires: 7-1-90

0197 0557

0000 0119

BOOK 238 PAGE 121

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02.14 BUSINESS CODE 06 COUNTY 52

_____ ✓ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20.00

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: [illegible]

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Penelope M. Schnell
1655 Cananaro Dr.
Annapolis, Md 21401

NOTE:

0000 0120

BOOK 238 PAGE 122

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
PENELOPE M. SCHNELL CPA, PA

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

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

D2898914

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
PENELOPE M. SCHNELL
1655 CANANARO DR.
ANNAPOLIS MD 21401

094C3030841

A 312117

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

A15-060

0000 0121

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 123

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-08-89 at 9 11:31 a.m.

EAST COAST ENTERTAINMENT PROPERTIES INC.
A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

The undersigned Harry C. Lewis whose post office address is 18 Perhall Court, Baltimore, Maryland 21236, being at least 18 years of age do hereby form a corporation under the general laws of the State of Maryland.

The name of the corporation (which is hereinafter called the corporation) is East Coast Entertainment Properties, Inc.

The corporation shall be a close Corporation as authorized by title 4.

The purposes for which the Corporation is formed are as follows:
To Buy, Sell, Manager Restaurants, Hotels, Bars, Night Clubs and the like.

The post office address of the principal office of the corporation in Maryland is 1726 Dorsey Road, Hanover, Maryland, Annarundel County 21076. The name and address of the resident agent of the corporation in Maryland is Evangeline C. Apostolou, 18 Perhall Court, Baltimore, Maryland, Baltimore County 21236.

The total number of shares of stock which the corporation has authority to issue is 5000 shares of the par value of $1.00 a share, all of one class, and having any aggregate par value of $5,000.

After the completion of the organization meeting of the directors and the issurance of one or more shares of stock of the corporation shall have no board of directors. Until such time, the corporation shall have (1) one director, whose name is Harry C. Lewis.

The duration of the corporation shall be perpetual.

In witness whereof, I have signed these Articles of Incorporation on November 7th, 1989 and severally acknowledge the same to be my act.

Harry C. Lewis

93128371

RECEIVED
'89 NOV 8 AM 11 31
STATE DEPT. OF ASSESSMENTS & TAXATION

1990 MAY -2 PM 1:39
H. EALE SCHAFER
CLERK

0000 0122

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 124

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	28	Organ. & Capitalization
61	28	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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Harry C. Lewis
18 Perhall Ct.
Balto., md. 21236

TOTAL FEES 70

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T. Jr.

3187 0634

0000 0123

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 125

ARTICLES OF INCORPORATION
OF
EAST COAST ENTERTAINMENT PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 8, 1989 AT 11:31 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2898880

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
HARRY C. LEWIS
18 PERHALL CT.
BALTO. MD 21236

094C3030838

A 312114

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

ATS-060

0000 0124

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
11-7-89 at 8:54 a.m.

ARTICLES OF INCORPORATION
OF
CHESAPEAKE BAY BOAT CLUB, INCORPORATED

FIRST: We, the undersigned, John Russell Deane III, residing at 305 Canterfield Road, Annapolis, Maryland, 21403, Winder Keating, residing at 109 Conduit Street, Annapolis, Maryland, 21401, and Janice Zeller, residing at 307 Fourth Street, Annapolis, Maryland, 21403, each being at least eighteen (18) 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 hereinafter called the Corporation is Chesapeake Bay Boat Club, Incorporated.

THIRD: The purposes for which the Corporation is formed are as follows: to promote the sports of rowing and paddling and to provide a recreational opportunity for the youth of the Chesapeake Bay region, to engage in water related sports, to educate persons in water safety and various water sports, to encourage proper physical fitness and conditioning for people of all ages in the Chesapeake Bay region; and to engage in any other lawful act or activity for which corporations may be organized under the general laws of the State of Maryland.

FOURTH: The address of the principal office of the Corporation is 221 Scott Drive, Annapolis, Maryland 21401. The name of the resident agent of the Corporation is John Russell Deane III, whose address is 221 Scott Drive, Annapolis, Maryland 21401.

FIFTH: The Corporation shall not be authorized to issue capital stock.

SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant

1989 NOV -7 A 8:56

93118159

1990 MAY -2 PM 1:39
H. EALE SCHAFER
CLERK

0000 0125

CLERK'S NOTATION
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to the by-laws of the Corporation and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are John Russell Deane III, Winder Keating, and Janice Zeller.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the power of the Corporation and of the directors and members:

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 3 day of November 1989.

John Russell Deane III

Winder Keating

Janice Zeller

STATE OF MARYLAND)
) ss:
ANNE ARUNDEL COUNTY)

On this 3rd day of November 1989 before me, Carolyn Davis, the undersigned officer, personally appeared John Russell Deane III, Winder Keating and Janice Zeller, known to me to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Carolyn N. Davis

My commission expires July 1, 1990

7187 0710

0000 0126

BOOK 238 PAGE 128

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 52

_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	28	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 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 Corp. 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 _____

TOTAL FEES 40

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: Jm T Az

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: John Russell Deane III
Suite 520
888 Seventeenth St, N.W.
Washington, D.C. 20006

NOTE:

3197 0711

0000 0127

BOOK 238 PAGE 129

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
CHESAPEAKE BAY BOAT CLUB, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 7, 1989 AT 8:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2898831

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 RUSSELL DEANE III
SUITE 500
888 SEVENTEENTH ST., N.W.
WASHINGTON DC 20006

094C3030833

A 312109

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3187 0712

ATS-060

0000 0128

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BOOK 238 PAGE 130 APPROVED FOR PAYMENT
11-8-89 at 8:36 a.m.

ARTICLES OF INCORPORATION

OF

AMBERFIELD UTILITY CO., INC.

FIRST: I, Robert W. Warfield, whose post office address is 4 Evergreen Road, Severna Park, Maryland 21146, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the general laws of the State of Maryland.

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

AMBERFIELD UTILITY CO., INC.

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

(1) To engage in the business of installing or causing the installation of utility systems and to perform in connection therewith any and all related services and to engage in any and all activities incident thereto.

(2) To enter into partnerships, joint ventures and other business associations for any lawful purpose.

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

(4) To manufacture, purchase and deal in at wholesale or retail, any and all kinds and types of materials, supplies and equipment.

(5) To improve, manage, develop, sell, assign, transfer, lease, mortgage,

1989 NOV -8 PM 8:36

93128114
1990 MAY -2 PM 1:40
N. EARLE SCHAFER
CLERK
0000 0129

CLERK'S NOTATION
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factories, shops, manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores and other properties within and without the State of Maryland, which may be useful to accomplish any and all of the purposes of carrying on any of the business of the character hereinbefore referred to.

(10) To enter into, make and perform contracts without limit as to the character or amount, execute, issue and endorse drafts, bills of exchange and negotiable instruments of all kinds, as permitted by law.

(11) To borrow money for any of the purposes of this Corporation, and to issue bonds, debentures, debenture stocks, notes or other obligations, and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation whether real or personal or to issue bonds, debentures, debenture stock or notes without any such security.

(12) To purchase, hold and reissue the shares of its capital stock in such manner as the Board of Directors may from time to time determine.

(13) To have one or more offices and places of business and to carry on all or any part of its operations or business, without restrictions or limit as to the amount of places in any of the cities, districts or territories of the United States, subject to the laws of such state, district or territory.

The aforegoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or in reference from the terms of any other clause of this or any other article of this certificate of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

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CLERK'S NOTATION
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The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges, so granted or conferred.

FOURTH: The post office address of the principal office of the Corporation in this State is 1651 Crofton Boulevard, Crofton, Maryland 21114. The name and post office address of the Resident Agent of the Corporation in this State is William J. MacQuilliam, 1651 Crofton Boulevard, Crofton, Maryland 21114. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: William J. MacQuilliam, Daniel MacQuilliam, and Robert W. Warfield.

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

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

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

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors, no

3187 0824

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CLERK'S NOTATION
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holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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

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

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CLERK'S NOTATION
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pledge or otherwise dispose of or turn to account, or deal with all or any part of the property of the Corporation.

(6) To acquire, build, charter, buy, lease, rent, operate and use vehicles of any kind or character.

(7) To apply for, obtain, register, purchase, lease or otherwise acquire or own by concessions, rights, options, patents, patent rights, privileges, inventions, processes, copyrights, trademarks, trade names or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate or manufacture under or in any way otherwise deal in and with the same; and perform, carry out and fulfill the terms and conditions of any option or contract in relation thereto.

(8) To acquire by purchase, subscription or otherwise, and to hold, sell, own, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of the capital stock, script or any voting trust certificates in respect to the capital stock, or any bonds, mortgages, securities, or other evidence of indebtedness issued or granted by any other corporation, joint stock company or association, public or private, or of the Government of the United States, or any state, territory, municipality or other political subdivision, and to issue in exchange therefor, in the same manner provided by law, shares of the capital stock, bonds, or other obligations of the corporation; and while the holder or owner of any such shares of capital stocks, script, voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon.

(9) To acquire by purchase, lease or otherwise to own, use and operate

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CLERK'S NOTATION
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a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

TENTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of November, 1989, and I acknowledge the same to be my act.

WITNESS:

Robert W. Warfield (SEAL)

K:7639.cod
(11/6/89)

7197 0826

0000 0135

BOOK 238 PAGE 137

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40.00

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Robert W. Warfield
4 Evergreen Rd
Severna Park, MD
21146-3897

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: DLL

3187 0827

0000 0134

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 138

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
AMBERFIELD UTILITY CO., INC.

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

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

D2898658

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 W. WARFIELD
4 EVERGREEN RD.
SEVERNA PARK MD 21146 3897

094C3030815

A 312091

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

ATS-060

0000 0137

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

IMAGES OF LIFE, INC.

APPROVED FOR PAYMENT
11-7-89 at 9:58 a.m.

ARTICLES OF INCORPORATION

of

IMAGES OF LIFE, INC.
(A Close Corporation)

FIRST: The undersigned, Tarrant H. Lomax, One Thomas Circle, N.W., Suite 205, Washington, DC 20005, being eighteen (18) years of age or older, does hereby form a close corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter "corporation") is IMAGES OF LIFE, INC.

THIRD: The purposes for which the corporation is organized are:

A. To engage in all manner and kinds of photography, photo processing, developing, sales of photographic equipment and supplies, and photographic and related services.

B. To purchase, lease, or otherwise acquire, and to hold, own, service, install, maintain and operate, lease, hire, grant the use of, or otherwise dispose of, and to generally deal in and with equipment of all kinds and descriptions.

C. To buy or otherwise acquire, invest in, hold, warehouse, store, lease, exchange, mortgage, hypothecate, pledge, lien or otherwise encumber, loan, borrow money on, trade, deal in, transport, ship, or otherwise move, sell, dispose of or contract on consignment or otherwise, real and personal property, chattels, goods, wares and merchandise or rights, franchises, interests, and good will therein.

D. To borrow and lend money and negotiate loans; to purchase, own, subscribe for, draw, make, execute, issue, take, accept, hold, sell, exchange, deliver, endorse, guarantee, discount, transfer, assign, pledge, hypothecate, cancel, mortgage or otherwise acquire, dispose of or deal in trust or

LAW OFFICES
RHODES, DUNBAR AND LOMAX
CHARTERED

1989 NOV 7 A 9:58

93118203

J.F. CLERK

1990 MAY -2 PM 1:40
ELAINE SCHAFER
CLERK

3187 0966

0000 0138

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

otherwise in the whole or any part of the shares, stocks, bond, coupons, debentures, acceptances, mortgages, obligations, contracts, notes, evidence of debt, bills of exchange, warrants, dividends, instruments of negotiable or transferable warehouse receipts, choses in actions or securities of government, individual partnerships, associations and corporations, public, quasi-public or private, domestic or foreign, including those of its own issue, and all trust or other certificates of, or receipts evidencing interest in any such security; to issue and exchange therefore its own stock, bonds and other obligations, and while holder or owner of any such securities therein, to exercise all the rights, powers and privileges of ownership including the right to vote thereon for any and all purposes; and while the holder to issue and exchange therefore, shares of its own stock, bonds or other obligations; to aid any corporation, partnership or ventures in which it may have an interest and to do all legal acts and things for the preservation, protection, improvement, development and enhancement of the value of any such corporation, partnership or venture, or of its stock, bonds, securities, evidence of indebtedness, contracts or other obligations.

E. To provide, hire and discharge managers, officers and employees.

F. To do all and everything necessary, suitable and proper for the attainment of any of the purposes, the accomplishments of any of the objects or the furtherance of any of the powers hereinbefore set forth; to carry on any other lawful business whatsoever which may seem to the corporation capable of being carried on whether or not in connection with the foregoing or calculated directly or indirectly to promote the interest of the association or to enhance the value of its properties; and to

LAW OFFICES
RHODES, DUNBAR AND LOMAX
CHARTERED

3187 0867
0000 0179

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

have, enjoy and exercise any and all rights, powers and privileges provided the same not be inconsistent with the laws of the State of Maryland or with the laws enacted by the Congress of the United States.

G. To do any and all things herein set forth as fully and to the same extent as natural persons might do or as may be permitted by law.

FOURTH: The post office address of the principal office of the corporation in the State of Maryland is 305 Riding Ridge Road, Annapolis, MD 21403.

The name and post office address of the resident agent of The corporation in the State of Maryland is William A. Barkley, 305 Riding Ridge Road, Annapolis, MD 21403. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the corporation has authority to issue is 10,000 shares with a par value of $1.00 per share, all of one class. The initial capitalization will be not less than One Thousand Dollars ($1,000.00).

The following is a description of the stock of the corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends and qualifications of each class:

A. Only one class of stock shall be issued.

B. No preference shall be given as to particular shares of stock.

C. Shares issued are to be nonconvertible common stock.

D. The owner or owners of the stock of the corporation shall be entitled to one vote for each share of stock so owned.

E. No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of stock of the

LAW OFFICES
RHODES, DUNBAR AND LOMAX
CHARTERED

0000 0140

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

corporation, or any bonds, debentures or other securities convertible into stock.

SIXTH: The corporation shall be a "close corporation" in accordance with the laws of the State of Maryland effective at the earliest date permissable under the laws of the State of Maryland.

The corporation shall have no board of directors. The stockholders shall manage the business affairs of the corporation by their direct action and may exercise all powers of directors.

Until such time as this provision becomes effective, William A. Barkley, 305 Riding Ridge Road, Annapolis, MD 21403 and Anna Keyes Titoff, 1916 R Street, N.W., #201, Washington, DC shall be the director(s) of the corporation.

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provisions contained in the foregoing Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors and/or officers are subject to this reserve power.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 28th day of October, 1989.

Tarrant P. Lomax

LAW OFFICES
RHODES, DUNBAR AND LOMAX
CHARTERED

3187 0269

0000 0141

CLERK'S NOTATION
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CITY OF WASHINGTON :
: ss
DISTRICT OF COLUMBIA :

On this 28th day of October, 1989 before me, a notary public, personally appeared Tarrant H. Lomax, known or identified to me to be the person whose name is subscribed to the within the instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Vicki A. Stuckey
Notary Public

VICKI A. STUCKEY
NOTARY PUBLIC DISTRICT OF COLUMBIA
My Commission Expires August 31, 1993

My commission expires _____.

BOOK 238 PAGE 144

CLERK'S NOTATION
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STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	22	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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Tassant H. Tomax
One Thomas Circle, N.W.
Suite 205
Washington, D.C.
20005

TOTAL FEES 42

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Jm T Ly

7197 0971

0000 0143

BOOK 238 PAGE 145

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
IMAGES OF LIFE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 7, 1989 AT 9:58 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	$ 22.00	$

D2898583

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
TARRANT H. LOMAX
ONE THOMAS CIRCLE, N.W.
SUITE 205
WASHINGTON DC 20005

094C3030808

A 312084

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

A15-060

0000 0144

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
11-8-89 at 9:16 a.m.

ARTICLES OF INCORPORATION OF SOUTH CHERRY GROVE TOWNHOUSE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, all of whom are residents of the State of Maryland and all of whom are of full legal age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is South Cherry Grove Townhouse Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 836 Ritchie Highway, Severna Park, Maryland 21146.

ARTICLE III

Robert Woods whose address is 836 Ritchie Highway, Severna Park, Maryland 21146, is hereby appointed the initial resident agent of this Association; said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for maintenance, preservation and architectural control of the residence lots and Common Area within that certain tract of property described in "Exhibit A" attached hereto and made a part hereof, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration:, applicable to the property and recorded or intended to be recorded in the Office of Land Records for Anne Arundel County, Maryland and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

COOCH & BOWERS, P.A.
ATTORNEYS AT LAW
1460 RITCHIE HIGHWAY
SUITE 201
ARNOLD, MARYLAND 21012
(301) 974-1900

1989 DEC -8 A 9:16
93128278
1990 MAY -2 PM 1:40
CLERK
0000 0145

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(b) fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration, to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and, with the written assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-stock corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all other powers, rights and privileges which a corporation organized under the Non-profit Corporation Law of the State of Maryland may by law now or hereafter have or exercise.

The Corporation is a non-stock corporation and is not authorized to issue stock (Corporations and Associations Article of the Annotated Code of Maryland, 5-202).

ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner and has a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the

COOCH & BOWERS, P.A.
ATTORNEYS AT LAW
1460 RITCHIE HIGHWAY
SUITE 201
ARNOLD, MARYLAND 21012
(301) 974-1900

3187 0874

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CLERK'S NOTATION
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Association.

ARTICLE VI - VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they may determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. The Class B Member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) five (5) years from the date of recordation of the Declaration.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of one (1) director, who need not be a member of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The name and address of the person who will act in the capacity of director until the selection of his successor(s) is:

Robert Woods
836 Ritchie Highway
Severna Park, Maryland 21146

At the first annual meeting the members shall elect directors for a term of one year and at each annual meeting thereafter the members shall elect directors for a like term.

ARTICLE VIII - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to

COOCH & BOWERS, P.A.
ATTORNEYS AT LAW
1460 RITCHIE HIGHWAY
SUITE 201
ARNOLD, MARYLAND 21012
(301) 974-1900

3187 0675

0000 0147

CLERK'S NOTATION

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be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding the foregoing, if the Association is dissolved then ownership of the entire Lot3B on the Plat of the Minor Subdivision of the Legum Property - Lot 3B recorded among the Plat Records of Anne Arundel County in Plat Book 109, page 12, shall remain with the then owner of Lot 3B, then the right common use to that portion of Lot 3B known as the "Common Area" shall terminate and become void upon the filing of Articles of Dissolution of the Homeowner's Association with the Department of Assessments and Taxation.

ARTICLE IX

The Corporation shall exist perpetually.

ARTICLE X

Amendment of these Articles shall require the assent of two-thirds (2/3) of the entire membership.

ARTICLE XI - FHA/VA APPROVAL

As long as there is a Class B membership, the following actions may require the proper approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Maryland, the undersigned has executed these Articles of Incorporation this 30th day of October, 1989.

WITNESS:

ROBERT WOODS

COOCH & BOWERS, P.A.
ATTORNEYS AT LAW
1460 RITCHIE HIGHWAY
SUITE 201
ARNOLD, MARYLAND 21012
(301) 974-1900

3187 0876

0000 0148

BOOK 238 PAGE 150

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
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31		_____ Corp. Good Standing
NA		Foreign Corp. 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 _____

TOTAL FEES 40

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Randall A. Goff

MAIL TO ADDRESS: Cooch & Bowers, P.A.
Arnold Station
Suite 201
1460 Ritchie Highway
Arnold, Md
21012

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3187 0877

0000 0149

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 151

ARTICLES OF INCORPORATION
OF
SOUTH CHERRY GROVE TOWNHOUSE HOMEOWNERS
ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 8, 1989 AT 9:16 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2898575

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
RANDALL E. GOFF
COCCH & BOWERS, P.A.
ARNOLD STATION, SUITE 201
1460 RITCHIE HIGHWAY
ARNOLD MD 21012

094C3030807

A 312083

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

AT5-010

0000 0150

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
11-3-89 at 8:24 a.m.

ARTICLES OF INCORPORATION
OF
UDALL & DEMEO, INC.
A MARYLAND CLOSE CORPORATION,
ORGANIZED PURSUANT TO TITLE 4 OF THE
CORPORATION AND ASSOCIATIONS ARTICLE OF THE
ANNOTATED CODE OF MARYLAND

FIRST: I, Margaret E. Udall, whose post office address 28 Decatur Avenue, Annapolis, Anne Arundel County, Maryland, 21403, being at least eighteen years of age, am hereby forming a corporation under and by virtue of the laws of the State of Maryland.

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

UDALL & DEMEO, 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 purpose for which the Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

(1) To conduct, carry on, and be engaged in the business of art development, advertising, and publishing in all of its branches, and of printing, publishing, binding, reproducing, developing, mimeographing, copying, multi graphing, selling, distributing, and dealing in artistic properties of every kind and description;

(2) To enter into partnerships, joint ventures and other business associations for any lawful purposes;

(3) 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;

(4) To manufacture, purchase and deal in at wholesale or retail any and all kinds and types of materials, supplies and equipment;

HILLMAN BROWN & DARROW
Attorneys at Law
Post Office Box 668
Annapolis, Maryland 21404-0668
(301) 263-3131
(301) 269-5555
(301) 858-5900

1989 NOV -3 A 8:24
930780B3
1990 MAY -2 PM 1:40
J. F. CLERK
H. GALE SCHAFER
CLERK
3186 2759

0000 0151

CLERK'S NOTATION
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(5) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with all or any part of the property of the Corporation;

(6) To acquire, build, charter, buy, lease, rent, operate and use vehicles of any kind or character;

(7) To apply for, obtain, register, purchase, lease or otherwise acquire or own concessions, rights, options, patents, patent rights, privileges, inventions, processes, copyrights, trademarks, service marks, trade names or any right, option or contract in relation thereto; to develop, maintain, lease, sell, transfer, license, dispose of, use, operate or manufacture under or in any other way deal in and with the same; and perform, carry out and fulfill the terms and conditions of any option or contract in relation thereto;

(8) To acquire by purchase, subscription or otherwise, and to hold, sell, own, negotiate, assign, deal in, exchange, transfer, mortgage, pledge or otherwise dispose of any shares of the capital stock, script or any voting trust certificates in respect to the capital stock, or any bonds, mortgages, securities, or other evidence of indebtedness issued or granted by any other corporation, joint stock company or association, public or private, or of the Government of the United States, or any State, territory, municipality or other political subdivision, and to issue in exchange therefor, in the same manner provided by law, shares of the capital stock, bonds or other obligations of the corporation; and while the holder or owner of any such shares of capital stock, script, voting trust certificates, bonds, mortgages or other securities or evidence of indebtedness, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote thereon;

(9) To acquire by purchase, lease or otherwise to own, use and operate factories, shops, manufacturing plants, including lands, buildings, machinery, equipment and appliances, warehouses, stores and other properties within and without the State of Maryland, which may be useful to accomplish any and all of the purposes or carrying on any of the business of the character hereinbefore referred to;

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CLERK'S NOTATION
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(10) To enter into, make and perform contracts without limit as to the character or amount, execute, issue and endorse drafts, bills of exchange and negotiable instruments of all kinds, as permitted by law;

(11) To borrow money for any of the purposes of this Corporation, and to issue bonds, debentures, debenture stocks, notes or other obligations, and to secure the same by pledge or mortgage of the whole or any part of the property of this Corporation, whether real or personal, or to issue bonds, debentures, debenture stock or notes without any such security;

(12) To purchase, hold and re-issue the shares of its capital stock in such manner as the Board of Directors may from time to time determine;

(13) To have one or more offices and places of business and to carry on all or any part of its operations or business, without restriction or limit as to the amount of places in any of the cities, districts or territories of the United States, subject to the laws of such state, district or territory.

The aforegoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by references to, or in reference from the terms of any other clause of this or any other article of this certificate of incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FIFTH: The post office address of the principal office of the corporation in this State is 28 Decatur Avenue, Annapolis, Anne Arundel County, Maryland, 21403. The name and post office address of the Resident Agent is Margaret E. Udall, 28 Decatur Avenue, Annapolis, Anne Arundel County, Maryland, 21403. Said Resident Agent is an individual actually residing in this State.

0000 0153

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

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

Richard S. Demeo

Margaret E. Udall

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

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

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

3196 2771

0000 0154

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

under the circumstances.

NINTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of November, 1989, and I acknowledge the same to be my act.

WITNESS:

Margaret E. Udall

3196 3772

0000 0155

BOOK 238 PAGE 157

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 5
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
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83		Cert. Limited Partnership
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31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Margaret C. Lidall
08 Decatur Ave.
Annapolis, Md
21403

TOTAL FEES 50

✓ Check ___ Cash

NOTE: copy made

_____ Documents on _____ checks

APPROVED BY: JmT AJ

3186 2773

0000 0156

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 158

ARTICLES OF INCORPORATION
OF
UDALL & DEMEO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 3, 1989 AT 8:24 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2898195

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
MARGARET E. UDALL
28 DECATUR AVE.
ANNAPOLIS MD 21403

093C3030725

A 311702

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

AT5-060

0000 0167

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-1-89 at 9:04a M.

ARTICLES OF AMENDMENT
FOR ANNAPOLIS PROPERTIES, INC., A MARYLAND CORPORATION,
ELECTING TO BE A CLOSE CORPORATION

Annapolis Properties, Inc., a Maryland corporation, having its principal office at The Maryland Inn, Church Circle, Annapolis, Maryland 21401, hereinafter referred to as the "Corporation", hereby certifies to the State Department of Assessments and Taxation that:

First: The Charter of the Corporation is hereby amended to add the following Paragraph Nineth:

> NINETH: The Corporation is a Close Corporation under the provisions of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

Second: By written Informal Action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Maryland Code, Corporations and Associations Article, the Board of Directors of the Corporation duly advised the foregoing amendment. By written Informal Action unanimously taken by the stockholders of the corporation in accordance with Section 2-505 of the Maryland Code, Corporations and Associations Article, the stockholders of the Corporation duly approved the amendment set forth herein.

IN WITNESS WHEREOF, Annapolis Properties, Inc., has caused these presents to be signed in its name and on its behalf by its President, and its Corporate Seal to be hereafter affixed and attested to by its Secretary, on this 10th day of October, 1989, and its President acknowledged that these Articles of Amendment are the act and deed of Annapolis Properties, Inc., and, under the penalties of perjury, that the matters and facts set forth herein

1990 MAY -2 PM 1:40 J.F. CLERK
H. EARL SCHAFER
CLERK
93056197
0000 0158

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

ANNAPOLIS PROPERTIES, INC.

_____, Secretary

By: _____, President (SEAL)

3589B

3196 3329

0000 0158

BOOK 238 PAGE 161

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 52

D0317578 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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	8	1 Certified Copy 2p
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 Corp. 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

TOTAL FEES 28

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: JS

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
✓ Other Change add close

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Benjamin Michaelson Jr
PO Box 11
Annapolis Md 21404-0011

NOTE: add close

7196 2330

0000 0160

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

238 162

ARTICLES OF AMENDMENT
OF
ANNAPOLIS PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 1, 1989 AT 9:04 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D0317578

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
BENJAMIN MICHAELSON, JR.
P.O. BOX 11
ANNAPOLIS MD 21404 0011

092C3030668

A 311581

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

3196 2327

AT5-060

0000 0161

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 233 PAGE 163
RECEIVED
89 NOV 2 PM 3 29
STATE DEPT. OF ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-02-89 at 3:29 .m.

ARTICLES OF AMENDMENT
OF
ANNE ARUNDEL COUNTY BOARD OF REALTORS, INCORPORATED

ANNE ARUNDEL COUNTY BOARD OF REALTORS, INCORPORATED, a Maryland corporation, having its principal office at 555 Benfield Road, Severna Park, Maryland 21146 (hereinafter referred to as the "Corporation"), does hereby certify to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deleting therefrom in its entirety Article SECOND and by substituting in lieu thereof the following new Article SECOND:

> "**SECOND:** The name of the corporation (hereafter referred to as the "Corporation") is Anne Arundel County Association of REALTORS, Inc."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, and by an affirmative vote of the membership taken on August 3, 1989, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation and the membership duly approved the aforegoing amendments to the Charter and by written informal action unanimously taken by the Board of Directors of the Corporation in accordance with Section 2-603 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly approved said amendments.

1990 MAY -2 PM 1:40
H. ERLE SCHAFER
CLERK
J.F. CLERK
93078044
3195 3281
0000 0162

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

IN WITNESS WHEREOF, Anne Arundel County Board of Realtors, Incorporated, has caused these Articles to be signed in its name and on its behalf by its President, Vice President and Executive Director, and its corporate seal to be hereunto affixed and attested by the Secretary of the Corporation on this 4th day of October, 1989.

Attest:

Anne Arundel County Board of Realtors, Incorporated

Rita M. Hartzell

By: Nancy L. Gossard (SEAL)
Nancy L. Gossard, President

Rita M. Hartzell

By: Lynn Dulin (SEAL)
Lynn Dulin, Vice President

Rita M. Hartzell

By: Lillian Gill (SEAL)
Lillian Gill, Executive Director

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, to wit:

I HEREBY CERTIFY, that on this 4th day of October, 1989, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Anne Arundel, personally appeared Nancy L. Gossard, President, and Lynn Dulin, Vice President, and Lillian Gill, Executive Director, of Anne Arundel County Board of Realtors, Incorporated, a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of their knowledge, information and belief.

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

Mary Ellen Robinson
NOTARY PUBLIC

My Commission Expires:
7/1/90

k:585610.aoa
(9/12/89)

7186 2282

0000 0163

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

I, MYLIN BARR, Secretary, hereby acknowledge on behalf of Anne Arundel County Board of Realtors, Incorporated, that the foregoing Articles of Amendment are the corporate act of said Corporation and further certify under penalty of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

Mylin Barr (SEAL)
SECRETARY

k:585610b.inf
(11/1/89)

3196 2283

0000 0164

BOOK 238 PAGE 166

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 09A BUSINESS CODE 04 COUNTY 52

#D0047068 ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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	9	1 Certified Copy 3
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 Corp. 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

TOTAL FEES 59

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: JMT

Name Change
(New Name) Anne Arundel County Association of Realtors, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change

Code 112

ATTENTION: Douglas Collison

MAIL TO ADDRESS:

NOTE:

2192 2294

0000 0165

BOOK 238 PAGE 167

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF AMENDMENT
OF
ANNE ARUNDEL COUNTY BOARD OF REALTORS,
INCORPORATED
CHANGING ITS NAME TO:
ANNE ARUNDEL COUNTY ASSOCIATION OF REALTORS,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 2, 1989 AT 3:29 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D0047068

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
CORBIN, WARFIELD, SCHAFFER &
MEREDITH
4 EVERGREEN ROAD
SEVERNA PARK MD 21146 3897

092C3030658

A 311571

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3196 2290

AT5-060

0000 0166

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
10-30-89 at 8:49 a.m.

BIO-MEDICAL ENGINEERING RESEARCH, INC..

ARTICLES OF AMENDMENT

Bio-medical Engineering Research, Inc., a Maryland corporation having its principal office in Anne Arundel County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Articles 1, 3, 5 and 7, and inserting in lieu thereof the following:

1. The undersigned Charles O. Odeyale, whose post office address is 7758 Telegraph Road, Severn, Maryland, being at least eighteen years of age does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a corporation.

3. The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis:

To provide bio-medical and scientific research and development services and conduct bio-medical and scientific research involving experimental usage of:
(a). techniques presently relegated to paranormal, and modified generally accepted devices and/or procedures for bio-medical applications; and
(b). prototype bio-medical devices and/or instruments for and in clinical investigations.

As a result of the above mentioned research and development, bio-medical devices manufactured by the Corporation, will be provided to medically needy individuals; and new techniques will be timely published. Thus, bring about many beneficial bio-medical and/or scientific advantages, knowledge, and technologies resulting in the increased health and well-being of the human race.

To make contracts and guarantees, incur liabilities and borrow money.

To acquire, hold, encumber, transfer or dispose of property, real or personal, including equitable rights in order to further the Corporation's purposes.

To apply for, purchase or otherwise acquire any patents, copyrights, licenses, trade-marks, or other rights to be used for any purposes of the Corporation and to use, exercise, develop, grant licenses in respect of same.

To carry out all of the foregoing objects as principal, agent or otherwise, either alone, through or in conjunction with any person or other

1989 OCT 30 PM 3:58
J.F. CLERK
1989 MAY -2 PM 1:40
H. ERLE SCHAFER
CLERK

0000 0167

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

organization, and to do any other act not inconsistent with law, which is appropriate to attain the purposes set forth in this charter.

Except otherwise expressed, the foregoing objects and purposes shall in no way be limited by the terms of any clause of these Articles of Incorporation or any amendment thereof, and shall be construed independently as powers as well as objects and purposes.

The Corporation shall be authorized to exercise all of the powers, privileges and rights granted to corporations governed by the General Laws of the State of Maryland. The enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted.

5. The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of the par value of one dollar ($1.00) a share, all of one class, and having an aggregate par value of one hundred thousand dollars ($100,000.00).

7. The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and members. The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, by Bylaws, but in no case shall the number be less than three. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the Corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the Corporation. They may further have power to authorize the seal of the Corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the Corporation may, if the Bylaws so provide, be classified as to term of office. The Corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of the Corporation. This Corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.
The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and there is no

0000 016A

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

membership entitled to vote on the matter either outstanding or subscribed for at the time of approval.

IN WITNESS WHEREOF: BIO-MEDICAL ENGINEERING RESEARCH, INC., has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and attested by its Secretary or one of its Assistant Secretaries on October 2, 1989.

ATTEST: Bio-Medical Engineering Research, Inc.

Charles O. Odeyale, President

Akindele O. Johnson, Secretary

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

3196 2072

0000 0169

BOOK 238 PAGE 171

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY J2

W258486 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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 _____
TOTAL FEES	40	

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
✓ Other Change Change from non stock to stock

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Charles Odeyale
7758 Telegraph Rd
Severn Md 21144

✓ Check ___ Cash

___ Documents on ___ checks

NOTE: Change from (04) to (03)

APPROVED BY: gs

2182 2074

0000 0170

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 172

ARTICLES OF AMENDMENT
OF
BIO-MEDICAL ENGINEERING RESEARCH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 30, 1989 AT 8:49 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2584886

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
CHARLES ODEYALE
7758 TELEGRAPH ROAD
SEVERN MD 21144

092C3030617

A 311532

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO,
3186 2070

ATS-060

0000 0171

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 173

BALD AND HALE
LAW OFFICES
P. O. BOX 947
ANNAPOLIS, MARYLAND 21404

LEROY BALD
PHILIP D. HALE
JEFFREY T. BALD

ANNAPOLIS (301) 267-9300
BALTIMORE (301) 269-6110
WASHINGTON (301) 261-1613

OFFICE ADDRESS:
192 DUKE OF GLOUCESTER STREET
ANNAPOLIS, MD.

October 25, 1989

State Department of Assessment and Taxation
301 West Preston Street
Baltimore, Maryland 21201

Re: Resignation of Resident Agent for Bay Rigging & Supply, Inc.

Gentlemen:

Please enter my resignation as Resident Agent of Bay Rigging & Supply, Inc., effective upon receipt of this letter.

Under date of September 25, 1989 I instructed Bay Rigging & Supply, Inc. in writing, of my resignation, and requested them to notify you. This apparently was not done. I shall appreciate your written receipt of acknowledgment of this resignation.

Sincerely yours,

LeRoy Bald

LeRoy Bald

LB:mtf
cc: Bay Rigging & Supply, Inc.

L 5541-B

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
11-2-89 at 9:21 a.m.

1989 NOV -2 A 9:21

[redacted]

93061347

J.F. CLERK

1990 MAY -2 PM 1:40

3156 2055

H. EALE SCHAFER
CLERK

0000 0172

BOOK 238 PAGE 174

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 02

D1257807 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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 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 Corp. Registration
87		_____ Limited Part. Good Standing
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

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Baldand Hale
P. O. Box 947
Annapolis, Md. 21401

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: amc

3185 2056

0000 0173

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 175

RESIGNATION OF RESIDENT AGENT
OF
BAY RIGGING & SUPPLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 2, 1989 AT 9:21 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	$

D1257807

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
BALD AND HALE
P.O. BOX 947
ANNAPOLIS MD 21401

092C3030612

A 311529

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 176

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-1-89 at 9:02a

R G ASSOCIATES, INCORPORATED
(A CLOSE CORPORATION)

AMENDED ARTICLES OF INCORPORATION

FIRST: I, Robert A. Guirlinger, whose post office address is 79 West Street, Annapolis, Maryland 21401, 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 R G Associates, Incorporated.

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 and sell real estate; to develop real estate; to build upon real estate, and to further engage in any business associated with the operation of real estate development corporation or related services 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 399 Harbor Drive, Annapolis, Maryland 21403. The name and post office address of the Resident Agent of the Corporation in this State are Jerome I. Feldman, 79 West Street, Annapolis, Maryland 21401. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value (hereafter referred to as the "Common Stock"). Sixty (60) shares shall be voting and forty (40) shares shall be non-voting.

SEVENTH: 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, 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: Robert A. Guirlinger.

EIGHTH: 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:

1990 MAY -2 PM 1:40 J.F. CLERK

N. ERLE SCHAFER
CLERK

93058196

0000 0175

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(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.

(2) The Board of Directors may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stocks, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as express set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the right to demand and receive payment of the face value of his stock. The numeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(4) Notwithstanding any provision of law to the contrary, the affirmative vote of all of the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advise of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

0186 1996

0000 0176

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

IN WITNESS WHEREOF, I have signed these Amended Articles of Incorporation this 19th day of October, 1989, and I acknowledge the same to be my act.

Nancy L. Wrieden
Witness

Robert A. Guirlinger
Incorporator

(RGASSOC.AOA)

3196 1997

0000 0177

BOOK 238 PAGE 179

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 10 BUSINESS CODE 03 COUNTY 52

D2813962 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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 _____
TOTAL FEES	20	

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Jerome Feldman
PO Box 591
Annapolis Md
21404-0591

✓ Check ___ Cash NOTE:

___ Documents on ___ checks

APPROVED BY: JRO

3186 1998

0000 0178

BOOK 238 PAGE 180

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

AMENDED ARTICLES OF INCORPORATION
OF
RG ASSOCIATES, INCORPORATED

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

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

D2813962

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
JEROME FELDMAN
P.O. BOX 591
ANNAPOLIS MD 21404 0591

092C3030598

A 311520

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

AT5-060

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

11-2-89 at 3:18 p.m.

BOOK 239 PAGE 605

RECEIVED '89 NOV 2 PM 3 18 STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

MADRID'S CONTRACTING, INC.

A Maryland Close Corporation
Organized Pursuant To Title 4 Of The Corporations
And Associations Article Of The Annotated Code of Maryland

FIRST: I, DANIEL F. MADRID, whose post office address is 1863 Harcourt Avenue, Crofton, Maryland 21114, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

MADRID'S CONTRACTING, 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:

(a) To engage in the business of painting, drywall and other residental and commercial contracting work.

(b) To conduct any activity as permitted and set forth in Section 2-103 of the Corporations and Associations Article of the Annotated Code Of Maryland, as amended from time to time.

J.F. CLERK

1990 MAY -2 PM 1:40

93076054

CLERK

0000 0180

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

FIFTH: The post office address of the principal office of the Corporation in this state is 1863 Harcourt Avenue, Crofton, Maryland 21114. The name and post office address of the Resident Agent of the Corporation in this state are Harold B. Murnane III, Suite 200, 7425 Baltimore-Annapolis Boulevard, Glen Burnie, Maryland 21061. 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 Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Daniel F. Madrid.

IN WITNESS WHEREOF, I have signed these Articles Of Incorporation this 26th day of October, 1989, and I acknowledge the same to be my act.

Daniel F. Madrid (SEAL)
DANIEL F. MADRID

3186 1912

0000 0181

BOOK 239 PAGE 607

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Martha Madrid
1863 Harcourt Ave
Crofton, Md
21114

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT Ar.

0000 0182

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 239 PAGE 608

ARTICLES OF INCORPORATION
OF
MADRID'S CONTRACTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 2, 1989 AT 3:18 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2897544

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
MARTHA MADRID
1863 HARCOURT AVE.
CROFTON MD 21114

092C3030582

A 311506

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

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
11-3-89 at 3:37 p.m.

PROJECT SOFTWARE, INC.

ARTICLES OF INCORPORATION

FIRST: Yvonne M. Kisiel, whose post office address is Suite 400, Woodmere I, 9881 Broken Land Parkway, Columbia, Maryland 21046, 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 hereafter referred to as the "Corporation") is PROJECT SOFTWARE, INC.

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

(1) To engage in the business of researching and developing computer software, including, but not limited to, software engineering tools of every kind; to market, sell and otherwise deal in computer software; and to perform all necessary and proper related services in connection therewith; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as the same may be amended from time to time, or any successor provision of the Public General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 462 Highfield Court, Severna Park, Maryland 21146. The name and post office address of the Resident Agent of the Corporation in this State is LSRB Inc., Suite 400, Woodmere I, 9881 Broken Land Parkway, Columbia, Maryland, 21046.

STATE DEPT. OF ASSESSMENTS & TAXATION
'89 NOV 3 PM 3 37
RECEIVED
1990 MAY -2 PM 1:40
J. F. CLERK
K. EALE SCHAFER
CLERK

93108451

0000 0184

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Said Resident Agent is a corporation incorporated under the laws of the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of which Fifty Thousand (50,000) shares are Class A Voting Common Stock, with par value of One Cent ($.01) per share, and Fifty Thousand (50,000) shares are Class B Non-Voting Common Stock, with par value of One Cent ($.01) per share. A description of each class of stock is as follows:

(1) For all purposes except as hereinafter provided with respect to voting powers, the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be considered as one class of stock, the holder of each class of stock thereof being entitled to identical rights accorded to all stockholders under the laws of the State of Maryland.

(2) With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of Class A Voting Common Stock shall possess all voting powers for all purposes, and the holders of Class B Non-Voting Common Stock shall have no voting powers whatsoever, and no holder of Class B Non-Voting Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the Stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or Stockholders.

0000 0185

CLERK'S NOTATION
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SIXTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the lesser of (a) three (3) or (b) 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: Norman G. Snyder, Christopher M. Young and Larry Chandler.

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 hereby is 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 stocks of any class or classes, whether now or hereafter authorized.

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

(3) The Board of Directors of the Corporation hereby is empowered to authorize the redemption by the Corporation of shares of its own stock, of any class, or any other acquisition by the Corporation of its own shares.

7126 1991

0000 0184

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

EIGHTH: The holders of any shares of the Common Stock of the Corporation shall have preemptive rights 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, provided, however, that the Class A Voting Common Shares shall have such preemptive rights only in Class A Voting Common Shares or in securities that may be converted into or in rights to acquire Class A Voting Common Shares, whereas, the Class B Non-Voting Common Shares shall have such preemptive rights only in Class B Non-Voting Common Shares or in securities convertible into or in rights to acquire Class B Non-Voting Common Shares.

NINTH: A director or officer of the Corporation shall not be liable to the Corporation or its stockholders for money damages for any action taken or any failure to act in his capacity as such director or officer, except as may be required by law.

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

TENTH: The Corporation shall indemnify its directors and officers to the fullest extent required or permitted by law or as may be otherwise provided for in the By-laws of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of November, 1989, and I acknowledge the same to be my act.

Yvonne M Kisiel (SEAL)
Yvonne M. Kisiel

71tx87.dtk

0000 0188

BOOK 238 PAGE 186

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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 _____
TOTAL FEES		

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 041

ATTENTION: Cyril or Helen

MAIL TO ADDRESS: _____

40 Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: A

3196 1994

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

0000 0189

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 187

ARTICLES OF INCORPORATION
OF
PROJECT SOFTWARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 3, 1989 AT 3:37 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2897502

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
LEVAN, SCHIMEL, RICHMAN
& BELMAN
WOODMERE I SUITE 400
9881 BROKEN LAND PKWY
COLUMBIA MD 21046

092C3030578

A 311502

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

ATS-060

0000 0190

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/6/89 at 9:06 m.

ARTICLES OF INCORPORATION

OF

LAND SERVICES GROUP, INC.

FIRST: The undersigned, William R. Hebert, whose post office address is 938 Fern Trail, Crownsville, Maryland 21032, a resident of the State of Maryland, over eighteen (18) years of age, does hereby constitute himself as incorporator with the purpose of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter called the "Corporation") is "LAND SERVICES GROUP, INC."

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

(1) To perform surveying, planning, engineering, architectural, and related services in connection with land development.

(2) To acquire, purchase, pledge, own, hold, buy, sell, convey, lease, mortgage, or encumber real or tangible or intangible personal property of all kind, manner and description wherever located.

(3) To borrow money, to make and issue bonds or notes payable to bearer or otherwise, and secure the same by mortgage, deed of trust, or pledge of any and all real or tangible or intangible personal property, or securities or evidence of debt owned by the corporation.

(4) To have one or more offices and place of business and to deal with its property and carry on all or any of its operations and businesses in any manner permitted by law, in any of the States, Districts, Territories, or Colonies of the United States, and in any and all foreign countries.

(5) To carry on any other business and to have and exercise all rights and powers conferred by the General Laws of the State of Maryland and the Corporations and [redacted]iations Article of the Annotated Code of Maryland upon corporations formed thereunder.

93108381

1990 MAY -2 PM 1:40 J.F. CLERK

MERLE SCHAFER
CLERK

0000 0191

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

The foregoing clauses shall be construed both as objects and powers and shall be deemed to be cumulative and none of them shall be deemed to restrict or limit any other, nor shall the foregoing enumeration of specific powers be deemed in any way to limit or restrict in any manner the general powers of the Corporation and the enjoyment thereof as conferred by law.

FOURTH: The post office address of the principal office of the Corporation is 938 Fern Trail, Crownsville, Maryland 21032. The name and post office address of the Resident Agent of the Corporation in the State is William R. Hebert, 938 Fern Trail, Crownsville, Maryland 21032, an individual actually residing in this State.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is Fifteen Thousand (15,000) shares of common stock, with a par value of $0.10 per share.

SIXTH: The number of directors shall be one (1); which number may be increased or decreased (but may not be less than one (1)) pursuant to the By-Laws of the Corporation, and so long as the number of stockholders is less than three (3), the number of directors may be less than three (3), but shall not be less than the number of stockholders. The name of the Director of the Corporation who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

William R. Hebert

7196 1037

0000 0192

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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:

(a) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration, whether or not less than the par value thereof, as may be deemed advisable by the Board of Directors and without any action or approval by the stockholders.

(b) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated solely by the fact that any one or more of the Directors and/or Officers of this Corporation is or are interested in, or is a director or officer, or are directors or officers of any such other corporation, and any director or directors, officer or officers, individually or jointly, may be a party or parties to, or may be interested in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association, or corporation, shall be affected or invalidated solely by the fact that any director or directors, officer or officers of this Corporation is a party, or are parties to, or interested in such contract, actor transaction, or in any way connected with such person or persons, firm, association or corporation and each and every person who is or may become a director and/or officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

(c) Agreements may be entered into by any stockholder or stockholders giving to the Corporation or to any other stockholder or stockholders an option to purchase the stock holdings of such stockholder or stockholders, and binding such stockholder or stockholders, his or their heirs, executors, administrators and assigns,and the shares of stock of such person or persons shall, thereupon, be subject to such agreement and transferable only upon proof of compliance therewith; provided, however, such agreement be filed with the

3195 1554

0000 0193

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Corporation, and reference thereto be placed upon the certificates of Stock.

(d) The Board of Directors shall have the power from time to time, to fix the amount of working capital of the Corporation and to determine what part of the surplus and retained earnings of the Corporation, if any, or the net profits of the Corporation, if any, shall be declared as dividends and paid in cash, in kind or in any combination thereof, to the Stockholders.

(e) The Board of Directors may, in their sole discretion, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, and limitations as to dividends, qualifications, or terms or conditions of redemption of the stock of the Corporation.

(f) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix. Any stock or other securities which the Board of Directors may, in its sole discretion, determine to offer for subscription may be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders or other securities at the time outstanding.

(g) The Corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification, or otherwise and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to the same rights as an objecting stockholder in the case of a consolidation, merger, share exchange, or transfer of all or substantially all the assets of the Corporation.

(h) The Corporation shall indemnify its directors and officers to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of related expenses upon a determination by the Board of Directors or

0000 0194

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

independent legal counsel (who may be the regular counsel for the Corporation) made in accordance with applicable statutory standards; and upon authorization by the Board of Directors, may indemnify other employees or agents up to the same extent.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of OCTOBER, 1989, and I acknowledge the same to be my act.

WITNESS:

William R. He bert

William R. He bert

ahw/2204.8102.a

3136 1886

0000 0195

BOOK 238 PAGE 193

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 N BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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 _____
TOTAL FEES		

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: H. Allen Whitehead
4321 Hartwick Rd
College Park, Md
20740

40 Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: A dr.

3186 1987

0000 0196

BOOK 238 PAGE 194

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
LAND SERVICES GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 6, 1989 AT 9:06 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2897494

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
H. ALLEN WHITEHEAD
4321 HARTWICK RD.
COLLEGE PARK MD 20740

092C3030577

A 311501

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-000

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 238 PAGE 195

APPROVED FOR PAYMENT 11-3-89 at 8:48 A.m.

ARTICLES OF INCORPORATION OF
THE NATIONAL ASSOCIATION FOR DRUG DIVERSION INVESTIGATORS, INC.
(A Nonstock, Charitable Corporation under Title 5)

FIRST: The undersigned, whose name is John Joseph Santana, whose post office address is 401 Vernon Court, Glen Burnie, Maryland 21061, being at least 18 years of age, does hereby form a nonstock corporation under the general corporation laws of the State of Maryland.

SECOND: The name of the corporation, which hereafter is referred to as "the Corporation," is: The National Association of Drug Diversion Investigators, Inc.

THIRD: The Corporation is organized and shall be operated exclusively as a nonstock charitable organization for the following purposes:

a) To sponsor and assist in educational programs and maintain a high level of competence among technicians and investigators in the field of pharmacology as an important phase of public safety;

b) To stimulate research, the development of new techniques, the exchange of ideas and cooperation among the various technical and investigative personnel in the field of pharmacology;

c) To render financial support to worthy pharmacological research projects;

d) To encourage the compilation of statistical data of value in the field of pharmacology;

e) To establish a Code of Ethics for members;

f) To have and exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the corporation, any and all powers conferred upon nonstock corporations by Maryland general corporation law.

FOURTH: The statutorily required addresses for the Corporation are as follows:

A. The post office address of the principal office of the

1989 NOV -3 A 8:48

1990 MAY -2 PM 1:40

J. F. CLERK

H. ERLE SCHAFER
CLERK

0000 0198

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Corporation in Maryland is 401 Vernon Court, Glen Burnie, Maryland 21061.

B. The name and post office address of the resident agent is John Joseph Santana, 401 Vernon Court, Glen Burnie, Maryland 21061. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock.

SIXTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors, consisting initially of the following four persons:

John Joseph Santana, 401 Vernon Court, Glen Burnie, Maryland 21061
Michael Trautner, 2350 Research Blvd., Rockville, Maryland 20850-3294
Anne Hensler, 31 Hopkins Plaza, Rm.955, Baltimore, Maryland 21201
Stephen Morgan, 201 Robert Crain Hwy., Millersville, Maryland 21108

Directors holding office from time to time shall be voting members of the Corporation. Directors initially shall be elected by the existing directors and, upon the holding of the first annual membership meeting, shall be elected by the voting members of the Corporation for such terms as the Bylaws may provide. The number of directors may be increased or decreased in the manner provided in the Bylaws, but shall never be less than three.

SEVENTH: The powers of the Corporation shall be subject to the following terms, provisions and limitations:

a) No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation. No member, director or officer of the Corporation, or any private person shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation. Except as provided and permitted for corporations organized under section 501(c)(3) and accepting deductible contributions under section 170(c)(2) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code,

93078039

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

and the regulations thereunder, (hereafter, collectively referred to as the "Internal Revenue Code"), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, attempting to influence legislation, publication or distribution of political campaign materials, or other assistance or opposition of any kind (including publishing or distribution of any statements) for any candidate for public office.

b) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization under the aforementioned provisions of the Internal Revenue Code.

c) In the event of a liquidation, dissolution or winding up of the Corporation in any manner or for any reason whatsoever, all assets of the Corporation after payment of obligations and liabilities of the Corporation shall be transferred to one or more domestic or foreign corporations or associations having a similar or analogous character or purpose as may be selected by the Corporation's directors; provided, however, that any transferee corporation shall qualify under the aforementioned provisions of the Internal Revenue Code.

EIGHTH: The Corporation reserves the right to make from time to time, by voice or written assent of a two-thirds of its voting members, any amendments of these Articles which now or hereafter may be authorized by law.

NINTH: The Corporation shall have two classes of members: regular members, with voting rights, and associate members, without voting rights. The qualifications and dues for membership shall be set forth in the Corporation Bylaws. Members may vote for the election of Directors, officers, amendments to these Articles and to the Bylaws, and other business matters as provided by these Articles, the Bylaws and applicable law.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of

0000 0200

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Incorporation and acknowledge the same to be my act this 29th day of September, 1989.

WITNESS:

JOHN JOSEPH SANTANA
Incorporator

0000 0201

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 199

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

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Philip Carcom
176 Conduit St.
Annapolis, Md
21401

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: I.m.T. dg

0000 0202

BOOK 238 PAGE 200

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
THE NATIONAL ASSOCIATION OF DRUG DIVERSION
INVESTIGATORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 3, 1989 AT 8:48 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2897460

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
PHILIP CAROON
176 CONDUIT ST.
ANNAPOLIS MD 21401

092C3030574

A 311498

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-07-89 at 11:06 a.m.

BOOK 238 PAGE 201

RECEIVED
'89 NOV 7 AM 11 06
STATE DEPT. OF ASSESSMENTS & TAXATION

MAJOR DISTRIBUTORS, INCORPORATED

A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

FIRST: The undersigned, Theodore W. Waronicki, Jr. and Susan Jean Waronicki, whose post office address is 7780 Kidwell Drive, Hanover, Anne Arundel County, Maryland 21076, 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 hereinafter called the Corporation) is MAJOR DISTRIBUTORS, INCORPORATED.

THIRD: The corporation shall be a close corporation as authorized by Title 4.

FOURTH: The purpose for which the Corporation is formed is to engage in any lawful act or activity for which corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 7780 Kidwell Drive, Hanover, Anne Arundel County, 21076. The name and post office address of the resident agent of the Corporation in Maryland are Theodore W. Waronicki, 7780 Kidwell Drive, Hanover, Anne Arundel County, 21076.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 2000 shares of the par value of $50 a share, all of one class, and having an aggregate par value of $100,000.

SEVENTH: The number of directors of the Corporation shall be three which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than two; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualifies are Theodore W. Waronicki, Jr. and Susan Jean Waronicki.

EIGHTH: 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:

(1) All of the corporations issued stock, exclusive of treasury shares, shall be he'd of record by not more than thirty (30) persons.

(2) Each stockholder shall offer to the Corporation or to

1990 MAY -2 PM 1:40
J. F. CLERK
RUBY SCHAFER
CLERK
93116249
3196 1822

0000 0204

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock.

(3) The corporation shall make no offering of any of its stock of any class which would constitute a "public offering" within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

(4) Directors of the corporation shall not be liable to either the corporation or its stockholders for monetary damages for a breach of fiduciary duties unless the breach involves: (a) a director's duty of loyalty to the corporation or its stockholders; (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) liability for unlawful payments of dividends or unlawful stock purchases or redemtions by the corporation; or (d) a transaction from which the director derived an improper personal benefit.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on 7 NOV 1989, and severally acknowledge the same to be our act.

THEODORE W. WARONICKI, JR.

Susan J. Waronicki

SUSAN J. WARONICKI

BOOK 238 PAGE 203

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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

TOTAL FEES 70

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Theodore and Susan Waronicki
7780 Kidwell Dr.
Hanover, Md. 21076

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T. Jr

FILE 1824

0000 0204

BOOK 238 PAGE 204

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
MAJOR DISTRIBUTORS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 7, 1989 AT 11:06 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2897395

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
THEODORE AND SUSAN WARONICKI
7780 KIDWELL DR.
HANOVER MD 21076

092C3030567

A 311491

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

7186 1921

ATS-060

0000 0207

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 205

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

11-6-89 at 9:30 A.m.

9

PSI TECH, Incorporated

ARTICLES OF INCORPORATION

FIRST: The undersigned, Edward A. Dames and David A. Morehouse, whose post office addresses are 7927 Severn Tree Blvd, Severn, Maryland 21144 and 12407 Sandal Lane, Bowie, MD 20715, 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 hereinafter called the Corporation) is PSI TECH, Incorporated.

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

To provide specialized training and consultative services to science and industry.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 7927 Severn Tree Blvd, Severn, Anne Arundel County, MD 21144. The name and post office address of the resident agent of the Corporation in Maryland are Edward A. Dames, 7927 Severn Tree Blvd, Severn, Anne Arundel County, MD 21144.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The number of directors of the Corporation shall be three which number may be increased or decreased pursuant to the by-laws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Edward A. Dames, David A. Morehouse and Melvin C. Riley.

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

Edward A. Dames will be recognized as Chairman of the Board, Founder, President and Chief Executive Officer of the Corporation, and David A. Morehouse will be recognized as Vice President of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on November 3, 1989 and severally acknowledge the same to be our act.

Edward A. Dames
Edward A. Dames

David A. Morehouse
David A. Morehouse

93108156

1990 MAY -2 PM 1:40

J.F. CLERK

NICHOLE SCHAFER
CLERK

0000 0208

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 206

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

ENT CODE 02

BUSINESS CODE 04

COUNTY 52

Surviving (Transferor) ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Surviving (Transferee)

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

TOTAL FEES 40

Name Change (New Name)

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change

Code

ATTENTION:

MAIL TO ADDRESS: Edward A. Dames
2927 Severn Tree Blvd.
Severn, Md
21144

✓ Check ___ Cash

___ Documents on ___ checks

NOTE:

APPROVED BY: J.M.T. dz.

3186 1810

0000 020

BOOK 238 PAGE 207

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
PSI TECH, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 6, 1989 AT 9:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2897361

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
EDWARD A. DAMES
7927 SEVERN TREE BLVD.
SEVERN MD 21144

092C3030564

A 311488

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

3186 1808

AT5-060

0000 0210

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
10/27/89 at 11:00 .m.
RECEIVED
89 OCT 26 PM 2 51
STATE DEPT. OF
ASSESSMENTS & TAXATION

ANNE ARUNDEL GENERAL HOSPITAL AND MEDICAL CENTER, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

The Anne Arundel General Hospital and Medical Center, Inc., a Maryland stock corporation having its principal office in Anne Arundel County, Maryland, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessment and Taxation of Maryland that:

FIRST

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

SECOND

The Charter of the Corporation is hereby amended by striking out in its entirety the existing charter of some nine paragraphs and by substituting in lieu thereof the following:

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

ANNE ARUNDEL MEDICAL CENTER, INC.

"SECOND: The Corporation is organized and shall be operated exclusively for the charitable, scientific and educational purposes of providing, on a not-for-profit basis, an acute general hospital and medical center and providing related ambulatory,

J.F. CLERK
1990 MAY -2 PM 1:40
CLERK

0000 0211

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

diagnostic, therapeutic and other health care services in Anne Arundel County, Maryland and surrounding areas. In furtherance of such purpose, the Corporation shall be empowered to carry on any and all business activities permitted by law and to exercise any and all lawful powers necessary, convenient, advisable or proper to effect such purpose. The Corporation is formed upon the articles, conditions and provisions herein contained and all of the powers hereinbefore granted to the Corporation are to be exercised solely for the charitable, scientific, and educational purposes hereinabove specified and none of the foregoing powers shall be exercised in any manner which would result in a violation of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent federal tax law (hereinafter called the "Code").

"THIRD: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth above. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing of distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other

0000 0212

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

"FOURTH: The post office address of the principal office of the Corporation is Franklin & Cathedral Streets, Annapolis Maryland, 21401. The name and post office address of the Resident Agent of the Corporation in this State is Robert V. Barton, Jr., 1600 Maryland National Bank Building, Baltimore, Maryland 21202. Said Resident Agent is a citizen of this State and actually resides herein.

"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) per share for an aggregate par value of One Hundred Thousand Dollars ($100,000), all of one class. The Corporation shall only be authorized to issue shares of stock to Anne Arundel General Health Care Systems, Inc. and successors thereof.

"SIXTH: The property and affairs of the Corporation shall be managed and conducted by a Board of Directors who shall exercise all of the powers of the Corporation except those reserved to the stockholders. The number of Directors of the Corporation shall

3186 0927

0000 0213

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

be established by the By-Laws of the Corporation, but shall never be less than three (3). * See Attachment

"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 stockholder:

(a) In addition to any additional powers and responsibilities as shall be conferred by the laws of the State of Maryland, the stockholders shall have the express power and responsibility to approve or direct the following:

(1) Election and removal of the Board of Directors who stand for election;

(2) Any amendments to the Charter or Bylaws of the Corporation;

(3) The issuance of shares of stock or securities convertible into shares of stock, whether now or hereafter authorized, and the classification or reclassification of any unissued shares of stock;

(4) Retention of independent accounting firm and general counsel;

(5) Election and removal of officers of the Corporation;

(6) The total amounts of the annual operating and capital budgets and expenditures in excess of said amounts;

(7) Any incurrence of debt in an amount in excess of such amount as established by the stockholders;

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CLERK'S NOTATION
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(8) The purchase, sale, lease, disposition or hypothecation of real property or the alienation or incumbrance of other assets beyond that authorized by the stockholders;

(9) Discontinuance of any major health care service traditionally furnished by the Corporation or specifically directed or authorized by the stockholders;

(10) Adoption of long range and strategic plans; and

(11) Any proposed dissolution, merger or consolidation of the Corporation with another entity, or the proposed organization or acquisition by the Corporation of a subsidiary.

(b) 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 or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and Directors or officers of this Corporation individually, or any firm of which any Director or officer of this Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, and any Director or officer of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such con-

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CLERK'S NOTATION
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tract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested; provided that there has been full compliance with the provisions of the Maryland General Corporation Law, as amended from time to time.

(c)(1) As used in this paragraph of Article SEVENTH, any word or words that are defined in Section 2-418 of the Maryland General Corporation Law (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) To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholder for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

The enumeration and definition of a particular power of the stockholders or Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or

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CLERK'S NOTATION
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inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the stockholders or the Board of Directors under the Maryland General Corporation Law, as now or hereafter in force.

"EIGHTH: In the event of the 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 and subject to the approval of the stockholders, dispose of all of the assets of the Corporation (a) to such of Anne Arundel General Health Care Systems, Inc. and its subordinate and/or affiliated organizations that at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Code in such proportions as the Board of Directors, with the approval of the stockholders, shall determine, or (b) if none of Anne Arundel General Health Care Systems, Inc. and its subordinate and/or affiliated organizations satisfy the foregoing condition at the time of dissolution, to one or more organizations operated exclusively for charitable, educational, religious or scientific purposes and qualifying as exempt organizations under Section 501(c)(3) of the Code.

"NINTH: The duration of the Corporation shall be perpetual."

THIRD

The change of the name of the Corporation and each amendment to the Corporation Charter as set forth in these Articles were duly approved and adopted by the Board of Directors of the

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CLERK'S NOTATION
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Corporation and approved by the sole shareholder of the Corporation, and such acts were the only corporate action necessary to adopt these Articles of Amendment and Restatement.

IN WITNESS WHEREOF, the Anne Arundel General Hospital and Medical Center, Inc. has caused these presents 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 20th day of October, 1989 and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of the Anne Arundel General Hospital and Medical Center, Inc., and under 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:

ANNE ARUNDEL GENERAL HOSPITAL
AND MEDICAL CENTER, INC.

Secretary

BY: President

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CLERK'S NOTATION

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ATTACHMENT TO

ANNE ARUNDEL GENERAL HOSPITAL AND MEDICAL CENTER, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

BOARD OF DIRECTORS

DeStefano, Robert P.
Florestano, Thomas E.
Hammond, Jimmy R.
Hopkins, John K.
McCutchan, Michael V.
Richards, Geneva F.
Clatanoff, Rebecca M.
Biles, James D. III (MD)
Brunetto, Carl A.
Doordan, Martin L.
Ellis, Margaret

BOOK 238 PAGE 217

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 13A BUSINESS CODE _____ COUNTY 52

D0046748 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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	15	1 Certified Copy 9
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 Corp. 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 _____
TOTAL FEES		

Name Change (New Name) Anne Arundel Medical Center, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 078

ATTENTION: _____

MAIL TO ADDRESS: _____

85 Check ___ Cash

NOTE:

5 Documents on 1 checks

APPROVED BY: Acm

CERTIFIED COPY MADE

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BOOK 238 PAGE 218

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ANNE ARUNDEL GENERAL HOSPITAL AND MEDICAL CENTER, INC.
CHANGING ITS NAME TO:
ANNE ARUNDEL MEDICAL CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 27, 1989 AT 11:00 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	$

D0046748

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
OBER, KALER, GRIMES AND SHRIVER
10 LIGHT STREET
BALTIMORE MD 21202

091C3030540

A 311657

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3186 0924

AT5 060

0000 0221

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
10/27/89 at 11:00 .m.

BOOK 238 PAGE 219

RECEIVED
'89 OCT 26 PM 2 52
STATE DEPT. OF
ASSESSMENTS & TAXATION

ANNE ARUNDEL GENERAL HOSPITAL
& MEDICAL CENTER FOUNDATION, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

The Anne Arundel General Hospital Foundation, Inc., a Maryland non stock corporation having its principal office in Anne Arundel County, Maryland (hereinafter referred to as the "Foundation") hereby certifies to the State Department of Assessment and Taxation of Maryland that:

FIRST

The Foundation desires to change its name and to otherwise amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in the Articles of Amendment and Restatement are all of the provisions of the Charter of the Foundation as currently in effect.

SECOND

The Charter of the Foundation is hereby amended by striking out in its entirety the existing charter of some EIGHT ARTICLES and by substituting in lieu thereof the following:

"FIRST: The name of the Foundation (which is hereinafter called the "Foundation") is

ANNE ARUNDEL MEDICAL CENTER FOUNDATION, INC.

The purpose of the Foundation is to organize and operate a Foundation exclusively for charitable, scientific, and educational purposes, and particularly to operate exclusively for the

1990 MAY -2 PM 1:41
J.F. CLERK
HENRY SCHAFER
CLERK

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benefit of Anne Arundel Medical Center, Inc., Anne Arundel General Health Care Systems, Inc. and such of their subsidiary corporations as are qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of future tax laws), and to otherwise promote the health of the greater Annapolis, Maryland community. Without limiting the general purpose stated above, the Foundation shall solicit, collect, hold, invest and distribute funds and property in accordance with this purpose.

For the charitable, scientific, literary and educational purposes aforesaid, the Foundation shall have the following powers:

(a) To acquire by purchase, lease, exchange or otherwise, either absolutely or in trust, and to own, use, develop, hold, mortgage, pledge, sell, transfer or in any manner encumber of dispose of, and generally to deal with, any real or personal property and rights and privileges therein, whatsoever situate, for any purposes in connection with the foregoing or in any way related thereto.

(b) To receive donations, devises, bequests, legacies, gifts and other contributions in money or in property without limitation as to amount or value, except such limitation, if any, as may be specifically imposed by law, and to employ the same for the furtherance and development of such one or more of the aforesaid purposes of the Foundation as the Directors shall in their absolute discretion from time to time determine and under such conditions as they may from time to time determine.

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CLERK'S NOTATION
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(c) To invest and reinvest any funds of the Foundation in bonds, stocks, securities, mortgages, real estate, or any interest or estate therein, and any other medium of investment, and to deal with and expend the funds of the Foundation and the income therefrom in such manner as in the judgment of the Directors will best promote the objects of the Foundation or any of them.

(d) To make contributions, gifts, advances or grants to or for the use of Anne Arundel Medical Center, Inc., Anne Arundel General Health Care Systems, Inc. and such of their subsidiary corporations as are qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as the Directors shall in their absolute discretion from time to time determine.

(e) To borrow money and to issue, sell, pledge or otherwise dispose of its bonds, bills of exchange, notes, debentures, warrants, trust certificates and other obligations and evidences of indebtedness, and secure the same by mortgage, pledge, trust, assignment and reassignment of accounts receivable or other instruments evidencing property rights of this Foundation.

(f) To carry out all or any part of the aforesaid objects and purposes in any or all states, territories, districts and possessions of the United States of America.

(g) The foregoing clauses shall be construed both as objects and powers and shall be deemed to be cumulative and none of them shall be deemed as restricting or limiting the other, nor shall the foregoing enumeration of specific powers be deemed in

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any way to limit or restrict in any manner the general powers hereinbefore enumerated or the general powers of the Foundation and the enjoyment thereof as conferred by the laws of the State of Maryland except that any amendment or restatement of these Articles of Incorporation affecting the purposes of the Foundation or the composition of the Board of Directors shall not be effective without the prior approval of the Board of Trustees of Anne Arundel General Health Care Systems, Inc. which approval shall also be a prerequisite to an amendment or restatement affecting this sentence. The Foundation is formed upon the articles, conditions and provisions herein contained and is subject in all particulars to the limitations relative to non-profit corporations contained in the general laws of this State. All of the powers hereinbefore granted to the Foundation are to be exercised solely for the charitable, scientific, literary or educational purposes hereinabove specified and subject to the condition that no part of the net earnings of the foundation shall at any time in any manner inure to the benefit of any individual, and no substantial part of the activities of the Foundation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Foundation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(h) None of the foregoing powers shall be exercised in any manner which would result in a violation of Section 501(c)(3)

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of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

"THIRD: The post office address of the principal office of the foundation is FRANKLIN & CATHEDRAL STREETS, ANNAPOLIS, MARYLAND, 21401. The name and post office address of the Resident Agent of the Foundation in this State is ROBERT V. BARTON, JR., 1600 MARYLAND NATIONAL BANK BUILDING, BALTIMORE, MARYLAND, 21202. Said Resident Agent is an individual actually residing in this State.

"FOURTH: The total number of shares of stock which the Foundation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars ($10.00) per share for an aggregate par value of One Hundred Thousand Dollars ($100,000), all of one class. The Foundation shall only be authorized to issue shares of stock to Anne Arundel General Health Care Systems, Inc. and successors thereof.

"FIFTH: The affairs of this Foundation shall be governed by a Board of Directors consisting of not less than nine (9) nor more than twenty-five (25) persons who shall be elected at the annual meeting of the Directors or at such time as may be specified by the By-Laws. The Directors of the Foundation shall have the power to select or replace and to remove, with or without cause, the Directors of the Foundation, subject to the reserved powers of the stockholder as provided herein. The Board may delegate responsibilities and duties to such other officers, boards and committees as the By-Laws may set forth. * See Attachment

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The By-Laws of the Foundation may establish the number or proportion of Directors necessary to constitute a quorum at any meeting of Directors of the Foundation and the manner of giving notice of any such meeting.

Vacancies occurring in the Board of Directors by death, resignation or otherwise shall be filled by the remaining Directors and approved by the stockholder in such manner as shall be prescribed from time to time by the By-Laws of the Foundation.

"SIXTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Foundation and of the Directors and stockholder:

(a) In addition to any additional powers and responsibilities as shall be conferred by the laws of the State of Maryland, the stockholders shall have the express power and responsibility to approve or direct the following:

(1) Election and removal of the Board of Directors;

(2) Any amendments to the Charter or Bylaws of the Foundation;

(3) The issuance of shares of stock or securities convertible into shares of stock, whether now or hereafter authorized, and the classification or reclassification of any unissued shares of stock;

(4) Retention of independent accounting firm and general counsel;

(5) Election and removal of officers of the Foundation;

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CLERK'S NOTATION
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(6) The total amounts of the annual operating and capital budgets and expenditures in excess of said amounts;

(7) Any incurrence of debt in an amount in excess of such amount as established by the stockholders;

(8) The purchase, sale, lease, disposition or hypothecation of real property or the alienation or incumbrance of other assets beyond that authorized by the stockholders;

(9) Any proposed dissolution, merger or consolidation of the Foundation with another entity, or the proposed organization or acquisition by the Foundation of a subsidiary.

(b) No contract or other transaction between this Foundation and any other corporation and no act of this Foundation shall in any way be affected or invalidated by the fact that any of the Directors or officers of this Foundation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and Directors or officers of this Foundation individually, or any firm of which any Director or officer of this Foundation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Foundation, and any Director or officer of this Foundation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Foundation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were

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CLERK'S NOTATION
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not such director or officer of such other corporation or not so interested; provided that there has been full compliance with the provisions of the Maryland General Foundation Law, as amended from time to time.

(c) (1) As used in this paragraph of Article SIXTH, any word or words that are defined in Section 2-418 of the Maryland General Foundation Law the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholder for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

The enumeration and definition of a particular power of the stockholders or 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

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CLERK'S NOTATION
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Article of the Charter of the Foundation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the stockholder or the Board of Directors under the Maryland General Foundation Law, as now or hereafter in force.

"SEVENTH: In the event of the dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation and subject to the approval of the stockholder, dispose of all of the assets of the Foundation (a) to such of The Anne Arundel General Health Care Systems, Inc. or Anne Arundel Medical Center, Inc., and their subordinate and/or affiliated organizations that at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Code in such proportions as the Board of Directors, with the approval of the stockholders, shall determine, or (b) if none, to one or more organizations operated exclusively for charitable, educational, religious or scientific purposes and qualifying as exempt organizations under Section 501(c)(3) of the Code.

"EIGHTH: The duration of the Foundation shall be perpetual."

THIRD

The change of the name of the Foundation and each amendment to the Corporation Charter as set forth in these Articles were duly approved and adopted by the Board of Directors and approved by the sole shareholder of the Corporation, and such acts were the only corporate action necessary to adopt these Articles of Amendment and Restatement.

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CLERK'S NOTATION
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IN WITNESS WHEREOF, Anne Arundel General Hospital & Medical Center Foundation, Inc. has caused these presents 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 20th day of October, 1989 and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of Anne Arundel General Hospital & Medical Center Foundation, Inc., and under 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:

ANNE ARUNDEL GENERAL HOSPITAL & MEDICAL CENTER FOUNDATION, INC.

Secretary

BY: President

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CLERK'S NOTATION
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ATTACHMENT TO

ANNE ARUNDEL GENERAL HOSPITAL
& MEDICAL CENTER FOUNDATION, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

BOARD OF DIRECTORS

Baldwin, Thomas
Benson, George
Brown, Stephen R. (MD)
Brunetto, Carl
Clark, Garnett
Colussy, Helene
Ellis, Margaret
Greenfield, Florence
McEneaney, James
McNew, Kent
Melvin, John
Meredith, Virginia
Minter, Charles
Richards, Geneva
TenHoopen, Carl
Tenner, Carl
Walker, Sherb

BOOK 238 PAGE 230

CLERK'S NOTATION
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STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 13A BUSINESS CODE _____ COUNTY 52

D1584309 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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	17	1 Certified Copy 11
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 Corp. 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 _____
TOTAL FEES		

Name Change (New Name) Anne Arundel Medical Center Foundation, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 078

ATTENTION: _____

MAIL TO ADDRESS: _____

107 ~~00~~ Check ___ Cash

5 Documents on 1 checks

APPROVED BY: A cm

NOTE:
change bus. type to 03 - stock

CERTIFIED COPY MADE

3186 0333

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BOOK 238 PAGE 231

CLERK'S NOTATION
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THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ANNE ARUNDEL GENERAL HOSPITAL & MEDICAL CENTER
FOUNDATION, INC.
CHANGING ITS NAME TO:
ANNE ARUNDEL MEDICAL CENTER FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 27, 1989 AT 11:00 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D1584309

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
OBER, KALER, GRIMES AND SHRIVER
10 LIGHT STREET
BALTIMORE MD 21202

091C3030539

A 311656

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

A15-060

CLERK'S NOTATION
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STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BOOK 238 PAGE 232
APPROVED FOR RECORD
10/26/89 at 11:00 .m.
RECEIVED
89 OCT 26 PM 2 51
STATE DEPT. OF ASSESSMENTS & TAXATION

ANNE ARUNDEL GENERAL HEALTH CARE SYSTEMS, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

ANNE ARUNDEL GENERAL HEALTH CARE SYSTEMS, INC., a Maryland non stock corporation having its principal office in Anne Arundel County, Maryland, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST

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

SECOND

The Charter of the Corporation is hereby amended by striking out in their entirety Articles First through Eleventh, inclusive, and by substituting in lieu thereof the following:

"FIRST: The name of the corporation (which is hereinafter called the "Corporation") is ANNE ARUNDEL HEALTH CARE SYSTEMS, INC.

"SECOND: The Corporation is organized and shall be operated exclusively for the charitable purpose of supporting and encouraging quality health care, medical, human and related services in the Anne Arundel County community by, among other activities, conducting fundraising and other operations for the

1990 MAY -2 PM 1:41
J.F. CLERK
MARGE SCHAFER
CLERK

CLERK'S NOTATION
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benefit of, and providing overall policy coordination and strategic long range planning for Anne Arundel General Hospital and Medical Center, Inc. and such of the Corporation's other subsidiaries that are engaged in the provision of health care, medical, human and related services.

For the purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers:

(a) To solicit and receive donations, devises, requests, legacies, gifts and other contributions in money or in property without limitation as to amount of value, except such limitation, if any, as may be specifically imposed by law, and to employ the same for the furtherance and development of the aforesaid purposes of Corporation as the Trustees shall in their absolute discretion from time to time determine and under such conditions as they may from time to time determine;

(b) To invest and reinvest any funds of the Corporation in bonds, stocks, securities, mortgages, real estate or any interest or estate therein, and any other medium of investment, and to deal with and expend the funds of the Corporation and the income therefrom in such manner as in the judgment of the Trustees will best promote the objects and purposes

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CLERK'S NOTATION
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of the Corporation with title to all funds and investments of the Corporation to be vested in the Corporation at all times;

(c) To make contributions, gifts, advances or grants to or for the use of Anne Arundel General Hospital and Medical Center, Inc. and such of its other subsidiaries that are also qualified as exempt organizations under Section 501(c)(3), of the Internal Revenue Code of 1986, as amended or corresponding provisions of any federal tax law (hereinafter "the Code");

(d) To borrow money and to issue, sell, pledge or otherwise dispose of its bonds, bills of exchange, notes, debentures, warrants, trust certificates and other obligations and evidences of indebtedness, and to secure the same by mortgage, pledge, trust, assignment, and reassignment of accounts receivable or other instruments evidencing property rights of the Corporation;

(e) To carry on any of the activities hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other activity or business, by becoming a stockholder, member or partner in an

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CLERK'S NOTATION
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entity or otherwise, which may be deemed by the Board of Trustees to be calculated, directly or indirectly, to effectuate, facilitate or further the purposes of the Corporation or to enhance the value of its property, business or rights;

(f) To carry out all and any of the aforesaid objects and purposes in any or all states, territories, districts and possessions of the United States of America.

The foregoing clauses shall be construed both as objects and powers and shall be deemed to be cumulative and none of them shall be deemed as restricting or limiting the other, nor shall the foregoing enumeration of specific powers be deemed in any way to limit or restrict in any manner the general powers hereinbefore enumerated or the general powers of the Corporation and the enjoyment thereof as conferred by the laws of the State of Maryland. The Corporation is formed upon the Articles, conditions and provisions herein contained and is subject in all particulars to the limitations relative to non-stock and non-profit corporations contained in the general laws of this State. All of the powers hereinbefore granted to the Corporation are to be exercised solely for the charitable purposes hereinabove specified and none of the foregoing powers shall be exercised in any manner which would result in a violation of Section 501(c)(3) of the Code.

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

"THIRD: No part of the net assets or earnings of the Corporation shall inure to the benefit of, or be distributable to, its Trustees, officers, private shareholders or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth above. No substantial part of the activities of the Corporation shall be the 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 campaigning on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

"FOURTH: The post office address of the principal office of the Corporation in this State is Franklin and Cathedral Streets, Annapolis, Maryland, 21401. The Resident Agent of the Corporation is Robert V. Barton, Jr., whose post office address is 1600 Maryland National Bank Building, Baltimore, Maryland 21202. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

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CLERK'S NOTATION
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"FIFTH: The Corporation shall be without capital stock and will not operate for profit or financial gain.

"SIXTH: The powers of the Corporation and the management of its affairs shall be vested in the Board of Trustees, subject only to the authority of the Members as are set forth herein. The number of Trustees may be increased or decreased pursuant to the Corporation's Bylaws, but shall never be less than three (3) or more than Twenty-five (25). * See Attachment

"SEVENTH: The Corporation shall be composed of Members. The Members of the Corporation as of the date of these Articles of Amendment and Restatement, are those persons certified as Members of the Anne Arundel General Hospital, Inc., by the Secretary of that corporation as of March 22, 1988. The requirements for establishing and maintaining Membership in the Corporation shall be established in the Bylaws of the Corporation. In accordance with procedures as are established in the Corporate Bylaws, the Members shall have the authority to adopt, revise and amend the Charter and Bylaws of the Corporation, and to elect those members of the Board of Trustees who stand for election.

"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

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CLERK'S NOTATION
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fact that any of the Trustees or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and Trustees or officers of this Corporation individually, or any firm of which any Trustee or officer of this Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, and any Trustee or office of this Corporation who is also a director or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Trustees of this Corporation which shall authorize any such contract of transaction, and may vote thereat to authorizing any such contract or transaction, with like force and effect as if he were not such a director or officer of such other corporation or not so interested; provided that there has been full compliance with the laws of the State of Maryland, as amended from time to time.

"NINTH: As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Maryland General Corporation Law (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section. The Corporation shall indemnify a present or former Trustee or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and

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CLERK'S NOTATION
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officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholder for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

"TENTH: In the event of dissolution or liquidation of the Corporation, the Board of Trustees shall, after paying or making provision for the payment and discharge of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for charitable purposes to (a) Anne Arundel General Hospital and Medical Center, Inc. and such other subsidiaries of the Corporation engaged in the provision of health care, medical, human and related services if at the time of distribution such organizations qualify as an exempt organizations under Section 501(c)(3) of the Code, in such amounts as the Board of Trustees shall determine; or (b) if no subsidiary or affiliate of the Corporation satisfies the foregoing conditions, to one or more organizations operated exclusively for charitable, educational, religious or scientific purposes and qualifying as exempt organizations under Section 501(c)(3) of the Code.

"ELEVENTH The duration of the Corporation shall be perpetual."

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CLERK'S NOTATION
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THIRD

The Trustees of the Corporation duly approved and adopted the foregoing Articles of Amendment and Restatement, and said Articles were ratified and approved by the Members of the Corporation, and such acts were the only corporate action necessary to adopt these Articles of Amendment and Restatement.

IN WITNESS WHEREOF, ANNE ARUNDEL GENERAL HEALTH CARE SYSTEMS, INC. has caused these presents 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 20th day of October, 1989, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of ANNE ARUNDEL GENERAL HEALTH CARE SYSTEMS, INC., and, under penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all materials respects to the best of his knowledge, information and belief.

ATTEST:

ANNE ARUNDEL GENERAL HEALTH CARE SYSTEMS, INC.

By: _____

Secretary

President

0000 0243

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ATTACHMENT TO

ANNE ARUNDEL GENERAL HEALTH CARE SYSTEMS, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

BOARD OF TRUSTEES

MEMBERS:

Basil, John S.
Berger, Ted J.
Blackshear, Leonard A.
Bouchal, Joseph H. Jr.
Clatanoff, Rebecca M.
DeStefano, Robert P.
Florestano, Thomas E.
Fuller, Ruby M.
Hammond, Jimmy R.
Hopkins, John K.
McCutchan, Michael V.
McNew, Daniel W.
Moore, Thomas G.
Paxson, Robert C. Jr.
Richards, Geneva F.
Shaver, Bennett H.

Biles, James D. III (MD)
Brunetto, Carl A.
Ellis, Margaret

BOOK 238 PAGE 242

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 13A BUSINESS CODE _____ COUNTY 52

D2369460 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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	16	1 Certified Copy 10
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 Corp. 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 _____
TOTAL FEES		

Name Change (New Name) Anne Arundel Health Care Systems, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 078

ATTENTION: _____

MAIL TO ADDRESS: _____

86 Check ___ Cash

NOTE:

5 Documents on 1 checks

APPROVED BY: Acm

CERTIFIED COPY MADE

0000 0245

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ANNE ARUNDEL GENERAL HEALTH CARE SYSTEMS, INC.
CHANGING ITS NAME TO:
ANNE ARUNDEL HEALTH CARE SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 26, 1989 AT 11:00 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	$

D2369460

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
OBER, KALER, GRIMES AND SHRIVER
10 LIGHT STREET
BALTIMORE MD 21202

091C3030538
A 311655

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

ATB-060

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 238 PAGE 244

APPROVED FOR RECORD

10/27/89 at 10:14 a.m. RECEIVED

'89 OCT 27 AM 10 14

STATE DEPT. OF ASSESSMENTS & TAXATION

ANNE ARUNDEL GENERAL HEALTH CARE SERVICES, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

ANNE ARUNDEL GENERAL HEALTH CARE SERVICES, INC., a Maryland corporation, having its principal office in Anne Arundel County, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST

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

SECOND

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

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

ANNE ARUNDEL HEALTH CARE SERVICES, INC.

"SECOND: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes. The specific purposes of the Corporation, shall be to organize and operate a corporation to provide health care services exclu-

1990 MAY -2 PM 1:41

ROBERT SCHAFER
CLERK

CLERK'S NOTATION
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sively for charitable, scientific and educational purposes, including, particularly, providing health care services, preventative services and health education services to the communities served by the Anne Arundel Medical Center, Inc. consistent with the policies and objectives of the Anne Arundel General Health Care Systems, Inc. In furtherance of such purpose, the Corporation shall be empowered to carry on any and all business activities permitted by law and to exercise any and all lawful powers necessary, convenient, advisable or proper to effect such purpose. The Corporation is formed upon the articles, conditions and provisions herein contained and all of the powers hereinbefore granted to the Corporation are to be exercised solely for the charitable, scientific, and educational purposes hereinabove specified and none of the foregoing powers shall be exercised in any manner which would result in violation of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent federal tax law (hereinafter called the "Code").

"THIRD: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth above. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not partici-

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CLERK'S NOTATION
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pate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from income tax under Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

"FOURTH: The post office address of the principal office of the Corporation is Franklin & Cathedral Street, Annapolis, Maryland 21401. The name and post office address of the Resident Agent of the Corporation in this State is Robert V. Barton, Jr., 1600 Maryland National Bank Building, Baltimore, Maryland 21202. Said Resident Agent is a citizen of this State and actually resides herein.

"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) per share for an aggregate par value of One Hundred Thousand Dollars ($100,000), all of one class. No certificate shall be issued for any share of stock until such share is fully paid and no stock shall be issued to an organization that does not qualify as an exempt organization under Section 501(c)(3) of the Code.

"SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3) (provided, however, that if there is stock outstanding and so

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CLERK'S NOTATION
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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). * See Attachment

"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:

(a) In addition to any additional powers and responsibilities as shall be conferred by the laws of the State of Maryland, the stockholders shall have the express power and responsibility to approve or direct the following:

(1) Election and removal of the Board of Directors who stand for election;

(2) Any amendments to the Articles or Bylaws of the Corporation;

(3) The issuance of shares of stock of securities convertible into shares of stock, whether now or hereafter authorized, and the classification or reclassification of any unissued shares of stock;

(4) Retention of independent accounting firm and general counsel;

(5) Election and removal of officers of the Corporation;

(6) The total amounts of the annual operating and capital budgets and expenditures in excess of said amounts;

(7) Any incurrence of debt in an amount in excess of such amount as established by the stockholders;

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CLERK'S NOTATION
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(8) The purchase, sale, lease, disposition or hypothecation of real property or the alienation or encumbrance of other assets beyond that authorized by the stockholders;

(9) Discontinuance of any major health care service traditionally furnished by the Corporation or specifically directed or authorized by the stockholders;

(10) Adoption of long range and strategic plans;

(11) Any proposed dissolution, merger or consolidation of the Corporation with another entity, or the proposed organization or acquisition by the Corporation of a subsidiary.

(b) 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 or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and Directors or officers of this Corporation individually, or any firm of which any Director or officer of this Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, and any Director or officer of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect

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CLERK'S NOTATION
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as if he were not such director or officer of such other corporation or not so interested; provided that there has been full compliance with the provisions of the Maryland General Corporation Law, as amended from time to time.

(c) (1) As used in this paragraph of Article SEVENTH, any word or words that are defined in Section 2-418 of the Maryland General Corporation Law (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) To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholder for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

(d) Notwithstanding any provision of law now or hereafter in effect requiring a greater proportion than a majority of the votes of all classes or of any class of stock

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CLERK'S NOTATION
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entitled to be cast, to take or authorize any action, such action shall be valid and effective if taken or authorized upon the concurrence of a majority of the aggregate number of votes entitled to be case thereon.

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

"EIGHTH: In the event of the 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 and subject to the approval of the stockholders, dispose of all of the assets of the Corporation (a) to such of Anne Arundel General Health Care Systems, Inc. and its subordinate and/or affiliated organizations that at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Code in such proportions as the Board of Directors shall determine, or (b) if none, to such of The Anne Arundel General Hospital and Medical Center, Inc. and its subordinate and/or affiliated organizations that satisfy the foregoing condition at the time of dissolution, or if none, to one or more organizations operated exclusively for charitable, educational, religious or scientific purposes and

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CLERK'S NOTATION

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qualifying as exempt organizations under Section 501(c)(3) of the Code."

THIRD

The Board of Directors of the Corporation duly advised and approved the foregoing Articles of Amendment and Restatement and directed that they be submitted to the sole stockholder, and the sole stockholder of the Corporation duly approved and adopted the foregoing Articles of Amendment and Restatement in the manner and by the vote required by the Maryland General Corporation Law and the Corporation's Charter.

IN WITNESS WHEREOF, ANNE ARUNDEL GENERAL HEALTH CARE SERVICES, INC. has caused these presents 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 20th day of October, 1989, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of ANNE ARUNDEL GENERAL HEALTH CARE SERVICES, INC., and, under penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all materials respects to the best of his knowledge, information and belief.

ATTEST:

ANNE ARUNDEL GENERAL HEALTH CARE SERVICES, INC.

Vice President

President

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ATTACHMENT TO

ANNE ARUNDEL GENERAL HEALTH CARE SERVICES, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

BOARD OF DIRECTORS

Berger, Ted J.
Brunetto, Carl A.
Dabbs, William A. Jr. (MD)
Paxson, Robert C. Jr.

BOOK 238 PAGE 253

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 13A BUSINESS CODE _____ COUNTY 52

D2107100 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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	15	1 Certified Copy 9
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 Corp. 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 _____

TOTAL FEES _____

85 Check ___ Cash

5 Documents on 1 checks

APPROVED BY: Acm

Name Change (New Name) Anne Arundel Health Care Services, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 078

ATTENTION: _____

MAIL TO ADDRESS: _____

NOTE:

CERTIFIED COPY MADE

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CLERK'S NOTATION

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BOOK 238 PAGE 254

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ANNE ARUNDEL GENERAL HEALTH CARE SERVICES, INC.
CHANGING ITS NAME TO:
ANNE ARUNDEL HEALTH CARE SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 27, 1989 AT 10:14 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	$

D2107100

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
OBER, KALER, GRIMES AND SHRIVER
10 LIGHT STREET
BALTIMORE MD 21202

091C3030537

A 311654

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

A7b-060

0000 0267

CLERK'S NOTATION

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STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

BOOK 238 PAGE 255

10/27/89 at ~~10:14~~ 11:00 a.m.

RECEIVED

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STATE DEPT. OF ASSESSMENTS & TAXATION

ANNE ARUNDEL GENERAL MANAGEMENT SERVICES, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

The Anne Arundel General Management Services, Inc., a Maryland corporation having its principal office in Anne Arundel County, Maryland, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessment and Taxation of Maryland that:

FIRST

The Corporation desires to change its name, and to otherwise amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in the Articles of Amendment and Restatement are all of the provisions of the Charter of the Corporation as currently in effect.

SECOND

The Charter of the Corporation is hereby amended by striking out in its entirety the existing charter of some nine paragraphs and by substituting in lieu thereof the following:

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

ANNE ARUNDEL MANAGEMENT SERVICES, INC.

"SECOND: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes. The specific purposes of the Corporation, shall be to organize and operate a management services corporation exclusively for

89 NOV -2 PM 1:41

CLERK

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CLERK'S NOTATION
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charitable, scientific and educational purposes, including, particularly, the following: to provide management services to the Anne Arundel General Health Care Systems, Inc. and its subsidiary and subordinate corporations. In furtherance of such purpose, the Corporation shall be empowered to carry on any and all business activities permitted by law and to exercise any and all lawful powers necessary, convenient, advisable or proper to effect such purpose. The Corporation is formed upon the articles, conditions and provisions herein contained and all of the powers hereinbefore granted to the Corporation are to be exercised solely for the charitable, scientific, and educational purposes hereinabove specified and none of the foregoing powers shall be exercised in any manner which would result in violation of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent federal tax law (hereinafter called the "Code").

"THIRD: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth above. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from income tax under Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

"FOURTH: The post office address of the principal office of the Corporation is Franklin & Cathedral Street, Annapolis, Maryland 21401. The name and post office address of the Resident Agent of the Corporation in this State is Robert V. Barton, Jr., 1600 Maryland National Bank Building, Baltimore, Maryland 21202. Said Resident Agent is a citizen of this State and actually resides herein.

"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) per share for an aggregate par value of One Hundred Thousand Dollars ($100,000), all of one class. No certificate shall be issued for any share of stock until such share is fully paid and no stock shall be issued to an organization that does not qualify as an exempt organization under Section 501(c)(3) of the Code.

"SIXTH: The number of Directors of the Corporation shall be six (6), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3) (provided, however, that if there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders. * See Attachment

0000 0260

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

"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:

(a) In addition to any additional powers and responsibilities as shall be conferred by the laws of the State of Maryland, the stockholders shall have the express power and responsibility to approve or direct the following:

(1) Election and removal of the Board of Directors;

(2) Any amendments to the Articles or Bylaws of the Corporation;

(3) The issuance of shares of stock of securities convertible into shares of stock, whether nor or hereafter authorized, and the classification or reclassification of any unissued shares of stock;

(4) Retention of independent accounting firm and general counsel;

(5) Election and removal of officers of the Corporation;

(6) The total amounts of the annual operating and capital budgets and expenditures in excess of said amounts;

(7) Any incurrence of debt in an amount in excess of such amount as established by the stockholders;

(8) The purchase, sale, lease, disposition or hypothecation of real property or the alienation or incumbrance of other assets beyond that authorized by the stockholders; and

(9) Any proposed dissolution, merger or consolidation of the Corporation with another entity, or the proposed organization or acquisition by the Corporation of a subsidiary.

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(b) 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 or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and Directors or officers of this Corporation individually, or any firm of which any Director or officer of this Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, and any Director or officer of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested: provided that there has been full compliance with the provisions of the Maryland General Corporation Law, as amended from time to time.

(c) (1) As used in this paragraph of Article SEVENTH, any word or words that are defined in Section 2-418 of the Maryland General Corporation Law (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnifiction Section.

(2) The Corporation shall indemnify a present or former Director or officer of the Corporation in connection with a pro-

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CLERK'S NOTATION
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ceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(3) To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholder for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

(d) Notwithstanding any provision of law now or hereafter in effect requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, such action shall be valid and effective if taken or authorized upon the concurrence of a majority of the aggregate number of votes entitled to be case thereon.

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

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CLERK'S NOTATION
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"EIGHTH: In the event of the 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 and subject to the approval of the stockholders, dispose of all of the assets of the Corporation (a) to such of The Anne Arundel General Health Care Systems, Inc. and its subordinate and/or affiliated organizations that at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Code in such proportions as the Board of Directors shall determine, or (b) if none, to one or more organizations operated exclusively for charitable, educational, religious or scientific purposes and qualifying as exempt organizations under Section 501(c)(3) of the Code."

THIRD

The change of the name of the Corporation and each amendment to the Corporation Charter as set forth in these Articles were duly approved and adopted by the Board of Directors of the Coporation and approved by the sole shareholder of the Corporation, and such acts were the only corporate action necessary to adopt these Articles and Restatement.

IN WITNESS WHEREOF, the Anne Arundel General Management Services, Inc. has caused these presents 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 20th day of October, 1989, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of the

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CLERK'S NOTATION
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Anne Arundel General Management Services, Inc., and under 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: ANNE ARUNDEL GENERAL MANAGEMENT SERVICES, INC.

Secretary By: President

0000 0265

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ATTACHMENT TO

ANNE ARUNDEL GENERAL MANAGEMENT SERVICES, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

BOARD OF DIRECTORS

Brunetto, Carl A.
Doordan, Martin L.
Hawkes, DeLany

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 264

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

DOCUMENT CODE 13A BUSINESS CODE _____ COUNTY 52

#D2714947 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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	15	1 Certified Copy 9
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 Corp. 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
TOTAL FEES		

Name Change (New Name) Anne Arundel Management Services, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 078

ATTENTION: _____

MAIL TO ADDRESS: _____

85 Check ___ Cash

NOTE:

5 Documents on 1 checks

APPROVED BY: Acm

CERTIFIED COPY MADE

7155 0927

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 265

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ANNE ARUNDEL GENERAL MANAGEMENT SERVICES, INC.
CHANGING ITS NAME TO:
ANNE ARUNDEL MANAGEMENT SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 27, 1989 AT 11:00 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	$

D2714947

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
OBER, KALER, GRIMES AND SHRIVER
10 LIGHT STREET
BALTIMORE MD 21202

091C3030536

A 311653

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

0000 026A

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 266

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
11-28-89 at 10:21 P.m.

MILES ENTERPRISES, INC.

FIRST: I, JANICE M. TALSKY, whose post office address is 1759 Sharwood Place, Crofton, Maryland 21114, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is MILES ENTERPRISES, INC.

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

(1) Development of generic software; 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 1759 Sharwood Place, Crofton, Maryland 21114. The name and post office address of the Resident Agent of the Corporation are Janice M. Talsky, 1759 Sharwood Place, Crofton, Maryland 21114. Said Resident Agent is an individual actually residing in this State.

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

1989 NOV 22 P 2:

93268215

1990 MAY -2 PM 1:41

R. ERIC SCHAFER
CLERK

J.F. CLERK

3192 2416

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CLERK'S NOTATION

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SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland.

The name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Janice M. Talsky, Betty I. Davenport, and Charles Heller.

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 stock of any class or classes, whether now or hereafter authorized.

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited to or restricted by reference to or inference from the terms of any other clause

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CLERK'S NOTATION
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of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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

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

Janice M. Talsky

Janice M. Talsky

3192 2419

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BOOK 238 PAGE 269

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE SR 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

TOTAL FEES _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: JANICE M. TALSKY

MAIL TO ADDRESS: 1759 SHARWOOD PLACE
CROFTON, MARYLAND
21114

40 Check ___ Cash NOTE:

___ Documents on ___ checks

APPROVED BY: A

3192 2419

0000 0272

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 270

ARTICLES OF INCORPORATION
OF
MILES ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 22, 1989 AT 10:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2908622

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
JANICE M. TALSKY
1759 SHARWOOD PLACE
CROFTON MD 21114

103C3032361

A 313186

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3192 2415

AT5-060

0000 0273

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BOOK 238 PAGE 271
APPROVED FOR RECORD
11-25-89 at 9:36 P.M.

BROTHERS WEST, INC.

A Maryland Close Corporation

Organized Pursuant To Title Four of the

Corporations and Associations Article of the

Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Steven M. West, whose post office address is 16 Roe Lane, Arnold, Maryland 21012, 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:

BROTHERS WEST, INC.

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

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

1) To engage in the sale of gasoline, petroleum products, automotive repairs, and all other activities relating thereto.

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 2081 West Street, Annapolis, MD 21401. The name and post office address of the Resident Agent of the Corporation is Steven M. West, 16 Roe Lane, Arnold, Maryland 21012.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5000) shares of common stock, without par value.

SEVENTH: The number of directors shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the Directors, who shall act

89 NOV 27 PM 1:41
J.F. CLERK
HERBERT SCHAFER
CLERK
9326 193 2192 2292

CLERK'S NOTATION

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until the first annual meeting or until their successors are duly chosen and qualified is:

Steven M. West
Richard E. West

EIGHTH:

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

2) A 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 of officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by 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 17 day of November, 1989, and I acknowledge the same to be my act.

Steven M. West
Steven M. West

BOOK 238 PAGE 273

CLERK'S NOTATION
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STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

52

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Nicholas J. Kallis Esq.

MAIL TO ADDRESS: 67 Franklin Street
Annapolis, Maryland 21401

TOTAL FEES _____

40 Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A Dr

3192 2395

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CLERK'S NOTATION

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BOOK 238 PAGE 274

ARTICLES OF INCORPORATION
OF
BROTHERS WEST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 22, 1989 AT 9:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2908572

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
NICHOLAS J. KALLIS, ESQ.
67 FRANKLIN STREET
ANNAPOLIS MD 21401

103C3032356

A 313181

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

A15-060

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 275

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/22/89 at 10:44 a.m.

ARTICLES OF INCORPORATION

FOR

ANNAPOLIS AREA MINISTRIES, INC.

We, the undersigned, being all residents of the State of Maryland and over the age of eighteen (18) years of age, do hereby form a non-profit corporation under the general laws of the State of Maryland.

FIRST: The name of the corporation is:

ANNAPOLIS AREA MINISTRIES, INC.

SECOND: The principal office in the State of Maryland shall be in care of St. Anne's Episcopal Church, 199 Duke of Gloucester, Annapolis, Maryland 21401. The Resident Agent of the Corporation is Benjamin Michaelson, Jr., 80 West Street, Suite 110, Annapolis, Maryland 21401, who is a citizen of the State of Maryland and resides therein.

THIRD: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors. The corporation shall have the following powers:

(a) To construct, maintain, operate and improve a structure or structures to provide housing for the homeless and those in need of temporary or emergency shelter and in connection therewith to acquire by gift, purchase, or otherwise and to hold, sell, convey, mortgage, and lease, any property, real or personal, necessary or incident for such purposes;

(b) To borrow money and to issue evidence of indebtedness in furtherance of any or all of the purposes and objectives of its business, and to secure the same by mortgage, deed of trust, note, pledge or any other lien;

c) To apply for, obtain and contract with any Federal or State agency for grants, loans, or other financial aid in order to provide the housing, related facilities and services for the homeless on a non-profit basis;

STATE DEPT. OF ASSESSMENTS & TAXATION
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J. F. CLERK

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W. ... SCHAFER
CLERK

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(f) To combine and coordinate the resources of member congregations and religious organizations so that they will be utilized most effectively;

(g) To provide a religious voice and source of public information about needs of the homeless in Anne Arundel County;

(h) To stimulate and direct public and private agency cooperation in response to emergency and community needs;

(i) To enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with and in furtherance of the accomplishment of any one or more of the purposes of the corporation, as a non-profit, charitable corporation, and subject to the provisions and limitations otherwise herein expressly set forth, the Corporation shall have and exercise all of the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law of the State of Maryland authorizing the forming of such corporations;

FOURTH: The duration of the Corporation shall be perpetual.

FIFTH: The Corporation shall have no capital stock and shall pay no dividends. The property of the Corporation shall be held by it in trust for the purposes of its incorporation and shall be controlled and managed by a Board of Directors who shall exercise all corporate powers. The Board of Directors shall consist of six (6) members, which number may be increased or decreased as may be provided by the Bylaws, but shall never be less than six (6). The members of the Board of Directors shall be appointed thereto proportionately by the following church organizations and any additional church organizations which the following church organizations may unanimously approve:

St. Anne's Episcopal Church, Annapolis, Maryland; St. Mary's Roman Catholic Church, Annapolis, Maryland; First Presbyterian Church, Annapolis, Maryland; Calvary United Methodist Church, Annapolis, Maryland; St. Martin's Evangelical Lutheran Church, Annapolis, Maryland; and St. Philip's Episcopal Church, Annapolis, Maryland.

The Board of Directors shall be authorized to adopt and amend Bylaws governing the operation of the affairs of the corporation which shall provide, among other things, for the qualification of Directors, terms of office, removal, change of number, filling of vacancies and their powers, duties and liabilities, and such other matters deemed necessary or advisable by the Board of Directors, except as limited or otherwise provided in these Articles of Incorporation, or by the laws of the State of Maryland.

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CLERK'S NOTATION

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SIXTH: The names and addresses of the incorporators who shall constitute the first Board of Directors and shall serve until the first annual meeting of the corporation, or until their successors are duly elected and qualified are:

CALVARY UNITED METHODIST CHURCH

Vernon L. Thompson	301 Rowe Boulevard Annapolis, Maryland 21401
Woodrow F. Clookie	304 Heathfield Lane Annapolis, Maryland 21403
John Hoffman	107 East Severn Ridge Road Annapolis, Maryland 21401

FIRST PRESBYTERIAN CHURCH

Julia P. Simmons	144 Conduit Street Annapolis, Maryland 21401
Joyce Morris	3578 Hickory Lane Edgewater, Maryland 21037

ST. ANNE'S PARISH

John Price	11 Franklin Street Annapolis, Maryland 21401
Jack M. Mason	3 Severndale Road Severna Park, Maryland 21146
Edith K. Rivers	6 Franklin Street Annapolis, Maryland 21401

ST. MARTIN'S LUTHERAN CHURCH

Wayne L. Adamson	1225 Van Buren Drive Annapolis, Maryland 21403
Joan F. Obitz	557 Palisades Boulevard Crownsville, Maryland 21032
Mark Huffman	1120 Spa Road Annapolis, Maryland 21403

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CLERK'S NOTATION
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ST. MARY'S CHURCH

John Murray	109 Duke of Gloucester Annapolis, Maryland 21401
Mary Anne Cochran	2828 Carrollton Road Annapolis, Maryland 21403
Fredrick Matos	1029 Harbor Drive Annapolis, Maryland 21403

ST. PHILIP'S EPISCOPAL CHURCH

William Howell	301 N. Windell Avenue Annapolis, Maryland 21401
Robert Powell	1975 Severn Grove Road Annapolis, Maryland 21401
Charles Carroll	701 Glenwood Street, Apt. #312 Annapolis, Maryland 21401

SEVENTH: None of the members of the Board of Directors shall receive any compensation for serving in that capacity, but any other person may be paid such compensation for services rendered the Corporation as the Board of Directors shall, from time to time, deem advisable, and any person may be reimbursed for any expenses, disbursements, or liability made or incurred by such person for or on account of the Corporation or in connection with the management and conduct of the affairs of the Corporation. The provisions of this paragraph shall not be deemed to exclude any right of any Director, Officer, or Employee, to indemnification as may be provided in the Bylaws of the Corporation and authorized by the Corporation Laws of the State of Maryland.

EIGHTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501)c)(3) purposes. No substantial part of the activities of the Corporation shall be carried on for propaganda or otherwise attempting to influence legislation except for the purposes of obtaining funding consistent with Section 501(c)(3) purposes, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a Corporation, distributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

NINETH: In the event of dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, or by operation of law, the assets of the Corporation shall be distributed on a pro-rata basis to the church organizations set forth in Paragraph Fifth hereof and any other such church organizations which may hereafter become contributing members of the Corporation, such distribution to be based upon the proportionate share of each contributing or organizing member's total capital contributions to the Corporation. At the time of such distribution, if any of the contributing or organizing members are no longer qualified as a "charitable organization" under the Federal Income Tax Laws of the United States, the share of such organization not so qualified shall be distributed among the remaining member organizations so qualifying, on the same pro-rata basis set forth above.

TENTH: The Corporation reserves the right to amend, change or repeal any of the provisions contained in these Articles of Incorporation by a vote of two-thirds (2/3) of the members of the Board of Directors in the manner now or hereafter prescribed by the laws of the State of Maryland, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the Corporation is formed and that no Amendment shall be made which shall be inconsistent with the charitable intent of the provisions hereof.

ELEVENTH: The following provisions are hereby adopted for defining, adopting, limited and regulating the powers of the Corporation and of the Directors and the members:

The Corporation shall indemnify (i) its Directors to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (ii) its officers to the same extent it shall indemnify its directors; and (iii) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law; provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law, and that indemnification shall be only to the extent permitted of organizations which are exempt from Federal income tax under Section 501)c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

IN WITNESS WHEREOF, we, being all of the incorporators, do hereby set our hands and seals this 18th day of October, 1989.

WITNESS:

Linda O'Ferraro — Vernon L. Thompson (SEAL)
Vernon L. Thompson

Linda O'Ferraro — Woodrow F. Clookie (SEAL)
Woodrow F. Clookie

Linda O'Ferraro — John Hoffman (SEAL)
John Hoffman

Linda O'Ferraro — Julia P. Simmons (SEAL)
Julia P. Simmons

Linda O'Ferraro — Ronald L. Bongiorno (SEAL)
Ronald L. Bongiorno

Linda O'Ferraro — Joyce C. Morris (SEAL)
Joyce Morris

Linda O'Ferraro — John Price (SEAL)
John Price

Linda O'Ferraro — Jack M. Mason (SEAL)
Jack M. Mason

Linda O'Ferraro — Edith K. Rivers (SEAL)
Edith K. Rivers

Linda O'Ferraro — Wayne L. Adamson (SEAL)
Wayne L. Adamson

Linda O'Ferraro — Joan F. Obitz (SEAL)
Joan F. Obitz

Linda O'Ferraro — Mark Huffman (SEAL)
Mark Huffman

7192 2339

0000 0283

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Linda O'Ferrano — John Murray (SEAL)
John Murray

Linda O'Ferrano — Mary Anne Cochran (SEAL)
Mary Anne Cochran

Linda O'Ferrano — Fredrick Matos (SEAL)
Fredrick Matos

Linda O'Ferrano — William Howell (SEAL)
William Howell

Linda O'Ferrano — Robert Powell (SEAL)
Robert Powell

Linda O'Ferrano — Charles Carroll Jr. (SEAL)
Charles Carroll

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to-wit:

I hereby certify that on this 18th day of October, 1989, before me, the subscriber, a Notary Public for the State of Maryland, and county aforesaid personally appeared Vernon L. Thompson, Woodrow F. Clookie, John Hoffman, ~~Julia P. Simmons~~, ~~Joyce Morris~~, ~~John Price~~, Jack M. Mason, ~~Edith K. Rivers~~, Wayne L. Adamson, ~~Joan F. Obitz~~, Mark Huffman, John Murray, Mary Anne Cochran, Fredrick Matos, ~~William Howell~~, ~~Robert Powell~~ and ~~Charles Carroll~~, all being the incorporators who signed the foregoing Articles of Incorporation, being known to me to be such, did jointly and severally acknowledge the same to be their acts and deeds.

As Witness my hand and notarial seal.

Linda O'Ferrano
Notary Public

My Commission Expires: 7/1/90

3287B

3192 2339

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to wit:

I HEREBY CERTIFY, That on this 19th day of October in the year one thousand nine hundred and eighty-nine, before me, the subscriber, a Notary Public of The State aforesaid, personally appeared Joan F. Obitz and William Howell known to me (or satisfactorily proven) to be the person(s) whose name is/are subscribed to the within instrument, and acknowledged the foregoing Deed to be his/her/their act, and in my presence signed and sealed the same.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Linda O'Bernard (Seal)

Notary Public

My Commission Expires: July 1, 1990

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to wit:

I HEREBY CERTIFY, That on this 20th day of October in the year one thousand nine hundred and eighty-nine, before me, the subscriber, a Notary Public of The State aforesaid, personally appeared Robert Powell, Charles Carroll, Sr. Julia P. Simmons, Joyce C. John R. Price and Edith K. Rivers Morris, Ronald L. Bongiorno known to me (or satisfactorily proven) to be the person(s) whose name is/are subscribed to the within instrument, and acknowledged the foregoing Deed to be his/her/their act, and in my presence signed and sealed the same.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Linda O'Bernard (Seal)

Notary Public

My Commission Expires: July 1, 1990

3609B

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BOOK 238 PAGE 283

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 78 BUSINESS CODE 04 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	30	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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 _____

TOTAL FEES 40

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: St. Anne's Parish General Fund

MAIL TO ADDRESS: P.O. Box 349 199 Duke of Gloucester Street Annapolis, MD 21401

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: S.M.T. dr

3192 2341

0000 0286

BOOK 238 PAGE 284

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
ANNAPOLIS AREA MINISTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 22, 1989 AT 10:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2908465

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
ST. ANNE'S PARISH GENERAL FORD
P.O. BOX 349
199 DUKE OF GLOUCESTER STREET
ANNAPOLIS MD 21401

103C3032345

A 313170

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2192 2332

A15-060

BOOK 238 PAGE 285

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-22-89 10:44a

ARTICLES OF INCORPORATION OF

THE SEVERNA PARK KIWANIS CLUB FOUNDATION, INC.

FIRST: That the name of said corporation shall be The Severna Park Kiwanis Club Foundation, Inc.

SECOND: The records of the corporation shall be maintained at 202 Pine Avenue, Severna Park, Anne Arundel County, in the State of Maryland. And that the resident agent of the corporation shall be Leo C. Eckert residing at 202 Pine Avenue, Severna Park, Maryland, 21146, who shall serve as incorporator.

THIRD: The corporation shall have perpetual existence.

FOURTH: (a) The purposes for which said corporation is formed are to assist needy persons, particularly young people, to assist worthy youth in attaining vocational excellence, and to aid handicapped persons in regaining happy, useful lives through the expending of funds directly for such purposes or by furnishing funds to other organizations organized for charitable, scientific research, or educational purposes, or the prevention of cru elty to children, all within the purview of Section 501 (c)(3) of the Internal Revenue Code and Regulations thereunder.

(b) The specific purposes are:

1. Maintenance of the Severna Park Post Office gardens.
2. Active participation with Crownsville Hospital patients including Bingo, picnics, clothes, materials intended to enhance the lives of the mentally retarded at that institution.
3. Food, clothing, materials, and parties especially at Christmas in order to enhance the living standards and quality of life at Bello Machre Inc., an institution for handicapped persons.
4. Maintenance of special garden spots on the Anne Arundel County Baltimore/Annapolis Trail.
5. Conduct the annual Essay Contest for all Anne Arundel County pupils in grades under High School levels in a subject matter patriotic or locally important in nature.
6. Assist in local parades, pageants, and matters of particular interest to residents of Severna Park.
7. Assist monetarily and personally in the Special Olympics.
8. Support the Severn School Key Club, an organization of high school youth sponsored by the Kiwanis Club of Severna Park. Key Club is the high school youth organization sponsored by Kiwanis International.
9. Money gifts to numerous local area churches.
10. Assistance in programs sponsored by Foundations of Kiwanis International and Capital District Kiwanis.
11. Larger payments to Muscular Dystrophy organizations to honor two members who died of that disease.
12. Money gifts to local and national organizations which are charitable in nature and purpose.

FIFTH: This corporation is organized pursuant to the General Corporation Laws of the State of Maryland and that there is no authority to issue Capital Stock.

SIXTH: The number of directors of this corporation shall be five.

$3268200

3192 2329

1990 MAY -2 PM 1:41 CLERK

RECEIVED 89 NOV 22 AM 10 44 STATE DEPT. OF ASSESSMENTS & TAXATION

CLERK'S NOTATION

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

SEVENTH: The names and addresses of those chosen to serve as initial directors until the election and qualification of their successors are:

Booker T. McManuse--432 Lakeland Dr. Severna Park, Maryland
Russell Williamson--6369 Centenial Circle, Glen Burnie, Maryland
David G. Lucas--54 Sunset Drive, Severna Park, Maryland.
Earl B. Walker--309 White Plains Ct. Severna Park, Maryland.
Edward Mick III--735 Cottonwood, Severna Park, Maryland

EIGHTH: The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and priveleges of members, and their liability to dues or assessments and the method of collection thereof, shall be set forth in the by laws.

NINTH: The corporation does not contemplate the distribution of gains profits or dividends to the members thereof, and is organized for non-profit purposes; no part of any net earnings or assets thereof shall inure to the benefit of any member or any other individual.

TENTH: In the event of dissolution or winding up of this corporation, after paying or adequately providing for the debts or obliations of this corporation, the directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or the United States or the District of Columbia, to be used exclusively for public purposes.

(2) A corporation, trust, or comminity chest, fund or foundation.

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States.;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of crelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual; and

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States, or any of its possessions, exclusively for the purposes specified in subparagraph (b)

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation organized and operated exclusively for charitable, religious, scientific, or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Internal Revenue Service.

If the corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by decree of Superior Court of Anne Arundel County in which this corporation has its principal office, upon petition therefor by the Attorney General, or any person concerned in the liquidation.

ELEVENTH: (a) the corporation and its members will at all times abide and be goverened and controlled by the Constitution, Bylaws and Policies of Kiwanis International now in force or hereafter from time to time adopted, insofar as any provision of such Constitution and Bylaws may applicable; (b) the corporation will comply with all such conditions

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

and requirements as Kiwanis International may prescribe; (c)whenever requested by the Board of Trustees of Kiwanis International, the Corporation shall dissolve or change its form of organization, as may from time to time be requested by said Board; and (d) no amendments to the Articles of Incorporation or corporate bylaws or change in the purpose of corporation shall be made without the consent of Kiwanis International.

IN WITNESS WHEREOF, I have signed and acknowledged thees articles to be my act this 22nd day of November 1989.

Leo C. Eckert

BOOK 238 PAGE 288

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Leo Eckert
202 Pine Ave
Severna Park, Md
21146

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: jus dr

3192 2331

0000 0291

BOOK 238 PAGE 289

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
THE SEVERNA PARK KIWANIS CLUB FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 22, 1989 AT 10:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2908457

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
LEO ECKERT
202 PINE AVE.
SEVERNA PARK MD 21146

103C3032344

A 313169

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3192 2727

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 290 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/16/89 at 11:03 .m.

ARTICLES OF AMENDMENT FOR
STAPLES CORNER LIQUORS, INC., A MARYLAND CORPORATION,
ELECTING TO BE A CLOSE CORPORATION

Staples Corner Liquors, Inc., a Maryland corporation, having its principal office at 742 Holly Drive, Annapolis, Maryland 21401, hereinafter referred to as the "Corporation," hereby certifies to the State Department of Assessments and Taxation that:

RECEIVED
'89 NOV 16 AM 11 03
STATE DEPT. OF ASSESSMENTS & TAXATION

FIRST: The Charter of the Corporation is hereby amended to add the following Paragraph Tenth:

> **TENTH:** The Corporation is a Close Corporation under the provisions of Title 4 of the corporations and Associations Article of the Annotated Code of Maryland.

SECOND: By written Informal Action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Maryland Code, Corporations and Associations Article, the Board of Directors of the Corporation duly advised the foregoing amendment. By written Informal Action unanimously taken by the stockholders of the Corporation, in accordance with Section 2-505 of the Maryland Code, Corporations and Associations Article, the stockholders of the Corporation duly approved the amendment set forth herein.

1990 MAY -2 PM 1:
CLERK

IN WITNESS WHEREOF, Staples Corner Liquors, Inc., has caused these presents to be signed in its name and on its behalf by its President, and its Corporate Seal to be hereafter affixed and attested to by its Secretary, on this 14th day of November, 1989, and its President acknowledged that these Articles of Amendment

J.P. CLERK

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CLERK'S NOTATION
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are the act and deed of Staples Corner Liquors, 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:

Margaret K. Fisher, Secretary

STAPLES CORNER LIQUORS, INC.

By: John N. Fisher (SEAL)
JOHN N. FISHER, President

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CLERK'S NOTATION
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BOOK 238 PAGE 292

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

DUS

DOCUMENT CODE 092 BUSINESS CODE _____ COUNTY 52

D2881787 ___ P.A. ___ Religious ✓ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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	8	1 Certified Copy 2
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Benjamin Michaelson
PO Box 11
Annapolis MD 21404-0011

TOTAL FEES 78

✓ Check ___ Cash

1 Documents on 3 checks

NOTE: change to a close corp

APPROVED BY: PCM CM

CERTIFIED COPY MADE

3192 1921

0000 0295

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 293

ARTICLES OF AMENDMENT
OF
STAPLES CORNER LIQUORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 16, 1989 AT 11:03 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	$

D2881787

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
BENJMAIN MICHAELSON
P.O. BOX 11
ANNAPOLIS MD 21404 0011

102C3032240

A 313088

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

AT5-060

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 294

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ANNE ARUNDEL GENERAL TREATMENT SERVICES, INC.

ARTICLES OF INCORPORATION

11-30-89 ORDERED FOR RECORD at 3:45 p

FIRST: The undersigned, CARL A. BRUNETTO, whose address is Franklin & Cathedral Streets, Annapolis, Maryland 21401, being at least eighteen (18) years of age, does hereby act as incorporator with the intention of forming a corporation under and by virtue of the Maryland General Corporation Law.

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

ANNE ARUNDEL GENERAL TREATMENT SERVICES, INC.

THIRD: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes. The specific purposes of the Corporation, shall be to organize and operate a corporation to provide health care services exclusively for charitable, scientific and educational purposes, including, particularly, the following: to provide counseling and other health and medical services to the communities served by Anne Arundel Medical Center, Inc. In furtherance of such purpose, the Corporation shall be empowered to carry on any and all business activities permitted by law and to exercise any and all lawful powers necessary, convenient, advisable or proper to effect such purpose. The Corporation is formed upon the articles, conditions and provisions herein contained and all of the powers hereinbefore granted to the Corporation are to be exercised solely for the charitable,

RECEIVED '89 NOV 20 PM 3 45 STATE DEPT. OF ASSESSMENTS & TAXATION

1990 NOV -2 PM 1:41 CLERK

93256048

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

scientific, and educational purposes hereinabove specified and none of the foregoing powers shall be exercised in any manner which would result in violation of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provision of any subsequent federal tax law (hereinafter called the "Code").

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes set forth above. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from income tax under Section 501(c)(3) of the Code, or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

FIFTH: The post office address of the principal office of the Corporation is Franklin & Cathedral Street, Annapolis, Maryland 21501. The name and post office address of the Resident

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CLERK'S NOTATION
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Agent of the Corporation in this State is Robert V. Barton, Jr., 1600 Maryland National Bank Building, Baltimore, Maryland 21202. Said Resident Agent is a citizen of this State :and actually resides herein.

SIXTH: 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) per share for an aggregate par value of One Hundred Thousand Dollars ($100,000), all of one class. No certificate shall be issued for any share of stock until such share is fully paid and no stock shall be issued to an organization that does not qualify as an exempt organization under Section 501(c)(3) of the Code.

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3) (provided, however, that if there is stock outstanding and so long as there are less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Carl A. Brunetto, DeLaney Fawkes, and Martin L. Doordan.

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

(a) In addition to any additional powers and responsibilities as shall be conferred by the laws of the State

CLERK'S NOTATION
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of Maryland, the stockholders shall have the express power and responsibility to approve or direct the following:

(1) Election and removal of the Board of Directors;

(2) Any amendments to the Articles or Bylaws of the Corporation;

(3) The issuance of shares of stock of securities convertible into shares of stock, whether nor or hereafter authorized, and the classification or reclassification of any unissued shares of stock;

(4) Retention of independent accounting firm and general counsel;

(5) Election and removal of officers of the Corporation;

(6) The total amounts of the annual operating and capital budgets and expenditures in excess of said amounts;

(7) Any incurrence of debt in an amount in excess of such amount as established by the stockholders;

(8) The purchase, sale, lease, disposition or hypothecation of real property or the alienation or incumbrance of other assets beyond that authorized by the stockholders;

(9) Discontinuance of any major health care service traditionally furnished by the Corporation or specifically directed or authorized by the stockholders;

(10) Adoption of long range and strategic plans; and

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CLERK'S NOTATION
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(11) Any proposed dissolution, merger or consolidation of the Corporation with another entity, or the proposed organization or acquisition by the Corporation of a subsidiary.

(b) 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 or officers of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and Directors or officers of this Corporation individually, or any firm of which any Director or officer of this Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, and any Director or officer of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested provided that there has been full compliance with the provisions of the Maryland General Corporation Law, as amended from time to time.

(c) (1) As used in this paragraph of Article SEVENTH, any word or words that are defined in Section 2-418 of the Maryland General Corporation Law (the "Indemnification Section"),

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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) To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholder for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Charter or Bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occured prior to such amendment, repeal or adoption.

(d) Notwithstanding any provision of law now or hereafter in effect requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, such action shall be valid and effective if taken or authorized upon the concurrence of a majority of the aggregate number of votes entitled to be case thereon.

The enumeration and definition of a particular power of the stockholders or 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

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CLERK'S NOTATION
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Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the stockholders or the Board of Directors under the Maryland General Corporation Law, as now or hereafter in force.

NINTH: In the event of the 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 and subject to the approval of the stockholders, dispose of all of the assets of the Corporation (a) to such of Anne Arundel Health Care Systems, Inc. and its subordinate and/or affiliated organizations that at the time of dissolution qualify as exempt organizations under Section 501(c)(3) of the Code in such proportions as the Board of Directors shall determine, or (b) if none of such organizations satisfy the foregoing condition at the time of distribution, to one or more organizations operated exclusively for charitable, educational, religious or scientific purposes and qualifying as exempt organizations under Section 501(c)(3) of the Code.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 14th day of November, 1989, acknowledging the same to be his act.

WITNESS:

Deborah B. McCabe

Carl A. Brunetto

RVB

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 301

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 027H BUSINESS CODE 03 COUNTY 52

_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	30	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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code 078

ATTENTION: FRAN LANDERS

MAIL TO ADDRESS: _____

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Jon. T.

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BOOK 238 PAGE 302

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
ANNE ARUNDEL GENERAL TREATMENT SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 3:45 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2908044

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
OBER, KALER, GRIMES AND SHRIVER
ATTN: FRAN LANDERS
10 LIGHT STREET
BALTIMORE MD 21202

102C3032228

A 313077

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

AT6-0410

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 303

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11/14/89 at 9:07 .m.

ARTICLES OF INCORPORATION

OF

ALWAYS BEST CRABS INC.
(A Close Corporation)

INCORPORATORS

1. The undersigned, DIANE S. RODEY, 651 Powhatan Beach Road, Pasadena, Maryland 21122, being at least eighteen (18) years of age, does hereby form a Corporation under the General Laws of the State of Maryland.

2. The name of the Corporation (which is hereinafter referred to as the "Corporation") is:

ALWAYS BEST CRABS, INC.

PURPOSES AND POWERS

3. The purposes of and for which the Corporation is formed are as follows:

(a) To own, operate, conduct and manage a food sales and related services business.

(b) To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwelling, apartment houses, hotels, office buildings, and real and personal property of every kind, nature, and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds in connection with the food sales and services business.

(c) To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements or other personal property or equipment of every kind.

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

93186250

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1990 MAY -2 PM 1:41

A.F. CLERK

NORMA J. SCHAFER
CLERK

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

(f) To carry on its operations and conduct its business in any state, District of Columbia, and in any territory, dependency, or possession of the United States, and/or in any foreign country.

(g) To do any other matter or thing that may seem to the Corporation directly or indirectly proper to effectuate the aforesaid objects of the Corporation or its purposes or any of them.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance of, and not in limitation of, the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the power of the Corporation. The Corporation is formed upon the article, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to the Corporation which are contained in the General Laws of this State.

PRINCIPAL OFFICE ADDRESS

4. The post office address of the principal office of the Corporation will be 111 E. Mountain Road, Pasadena, Maryland 21122.

RESIDENT AGENT

5. The name of the Resident Agent of the Corporation in Maryland is Diane S. Rodey, whose post office address is 651 Powhatan Beach Road, Pasadena, Maryland 21122. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

CAPITAL STOCK

6. The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) shares of stock having no par value, all of one class and designated as Common Stock.

CLERK'S NOTATION

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ELECTION TO HAVE NO BOARD OF DIRECTORS

7. After the completion of the organizational meeting of the Director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors.

ELECTION TO BE A CLOSE CORPORATION

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

STOCKHOLDERS

9. The Corporation and its stockholders shall be empowered and authorized to exercise all the rights, privileges and powers conferred upon a Close Corporation by the Annotated Code of Maryland, Corporations and Associations Article, Title 4, and other laws and statues of the State of Maryland in such case made and provided to regulate the affairs and operations of corporations, as existing on the effective date of these Articles or as the same may be amended from time to time, including without limitations, the authority to enter into one or more Stockholders Agreement as authorized by the said Title 4; but no provision of the Charter or By-Laws of the Corporation shall as such constitute a Stockholders Agreement unless such provision specifically states that it shall be deemed to be such a Stockholders Agreement.

DIRECTORS

10. Until such time as the election by this Corporation to have no Board of Directors becomes effective, the Corporation shall have one Director whose name is DIANE S. RODEY.

DURATION

11. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 2nd day of November, 1989.

WITNESS:

Pl. C. Cuzzi CPA

Diane S. Rodey
DIANE S. RODEY

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, TO WIT:

I HEREBY CERTIFY that on this 2nd day of November, 1989, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared **DIANE S. RODEY**, and she acknowledged the execution of the aforegoing Article of Incorporation to be her own free act and deed.

AS WITNESS my hand and Notarial Seal.

3192.154 L. Joann Sykes
NOTARY PUBLIC

My Commission Expires: 7/90

BOOK 238 PAGE 306

CLERK'S NOTATION
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STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	7	1 Certified Copy 3
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 Corp. 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 _____
TOTAL FEES		

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Dean Rocky
630 Pontchartrain Beach Rd
Pasadena, Md. 21122

42 Check ___ Cash

_____ Documents on _____ checks

NOTE:

APPROVED BY: A

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BOOK 238 PAGE 307

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
ALWAYS BEST CRABS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 14, 1989 AT 9:07 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2907772

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
DIANE RODY
651 POWHATAN BEACH RD.
PASADENA MD 21122

10203032201

A 313050

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3192 1562

AT5-060

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 308

CLIENT COPY

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/20/89 at 9:59 .m.

GOURMET PLUS , INC.

ARTICLES OF INCORPORATION

FIRST: We the undersigned, Francis P. Curran whose address is 281 Kings College Court, Arnold, Maryland 21012 and Jacquelyn Curran whose address is 281 Kings College Court, Arnold, Maryland 21012 being at least eighteen years of age, acting as incorporators do hereby form a corporation under the Maryland General Corporations Law as annotated at Title Four.

SECOND: The name of the corporation (which is herinafter called the "Corporation") is: GOURMET PLUS , INC.

THIRD: The purpose for which the Corporation is formed and the business and objects to be carried on and promoted by it is to engage in and perform any activities or functions which may lawfully be performed by a business corporation organized under the laws of the State of Maryland. The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or interference from, the terms of any other clause of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the Maryland General Corporations Law

1989 NOV 20 PM 4:54

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1989 NOV -2 PM 1:41
CLERK

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CLERK'S NOTATION
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FOURTH: The present address of the principal office of the Corporation in this state is 281 Kings College Court, Arnold, Maryland 21012.

FIFTH: The name and address of the resident agent of the Corporation in this State is Francis P. Curran, 281 Kings College Court, Arnold, Maryland 21012. Said resident agent is a citizen of the State of Maryland who resides there.

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is 10,000 shares of common stock of a par value of $.10 per share amounting in the aggregate to $1,000.00.

SEVENTH: The number of directors of the Corporation shall be that established by the By-Laws of the Corporation, but shall never be less than two (2), unless there are less than two (2) stockholders in which case the number of Directors maybe less than two (2) but not less than the number of stockholders. The name of the directors who will serve until the first annual meeting and until his successors are elected and qualify is as follows:

Francis P. Curran

Jacquelyn Curran

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholder:

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CLERK'S NOTATION

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(1) The Board of Directors shall have the power from time to time and in its sole discretion to determine in accordance with sound accounting practice, what constitutes annual or other net profits, earnings, surplus or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefore, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and to what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them shall be opened to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have the right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(2) Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the

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CLERK'S NOTATION

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holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, that in case a director, or a firm of which is a member, is so interested, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at the meeting of the Board of Directors which shall authorize any such contract or transaction, as if he were not such a director or officer of such other corporation or association or not so interested or a member of a firm not so interested.

(3) The Corporation shall indemnify its directors and officers to the full extent permitted by the Maryland General Corporations Law now or hereafter in force, including the advance of related expenses.

(4) All holders of stock of the Corporation of whatever class shall have preemptive rights or preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, any right of subscription to any thereof at such price as the Board of Directors in its discretion may fix.

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CLERK'S NOTATION

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

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act on September 25, 1989.

WITNESS:

Francis P. Curran

Jacquelyn Curran

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

BOOK 238 PAGE 313

DOCUMENT CODE 02 20

#

BUSINESS CODE 03

COUNTY 52

Merging (Transferor) ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Surviving (Transferee)

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other
TOTAL FEES	40	

Name Change (New Name)

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change

Code

ATTENTION: Francis P. Curran

MAIL TO ADDRESS: 281 King College Court Arnold, MD 21012

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: AJ

NOTE:

3192 1540

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 314

ARTICLES OF INCORPORATION
OF
GOURMET PLUS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2907723

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
FRANCIS P. CURRAN
281 KINGS COLLEGE COURT
ARNOLD MD 21012

102C3032196

A 313045

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

AT5-060

0000 0317

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 315

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/22/89 at 8:38 .m.

BOOK_____PAGE_____
NAILS ETC., INC.
264 Pertch Road
Severna Park, MARYLAND 21146-1330
ARTICLES OF INCORPORATION

FIRST:
------ The undersigned, Nancy Gambino, Whose post office address is 264 Pertch Rd, Severna Park, Maryland 21146. Being more than eighteen years of age, Does hereby state his intention of forming 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 Nails ETC., INC.

THIRD:
------ The purpose for the corporations formation is as follows: To provide Nails and Skin Care and Tanning and all related Services.
To purchase, improve, repair, remodel, take on, lease or in exchange, hire and otherwise acquire and hold, sell or otherwise deal with any real and personal property.

The said corporation shall have the enjoyment of an exercise of all the powers and rights conferred by statute upon corporations. The enumeration of specific powers in this certificate is made in furherance and not in limitation of the powers conferred by laws.

FOURTH:
------- The post office address of the principal office of the corporation in this state is 264 Pertch Rd., Severna Park Maryland, 21146. The name and address of the resident agent of the corporation in this State is Nancy Gambino, 264 Pertch Rd, Severna Park, Maryland, 21146. Said resident agent is a citizen of this state and actually resides herein.

FIFTH:
------ The total number of shares of stock which the corporation has authority to issue is 1000 shares of common stock with no par value. The corporation will be a close corporation.

SIXTH:
------- The Number of directors of the corporation shall be one (1) which number may be increased pursuant to the bylaws of the corporation. But shall never be less than one, nor more than six and the names of the director who shall act until the first annual meeting or until a successor is duly chosen and Qualified Will be Nancy Gambino.

1989 NOV 22 P 8:38

1990 MAY -2 PM 1:41
CLERK

31 93268060

0000 031A

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

SEVENTH:

The following provision is 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 class of stock of any class, whether now or hereafter authorized, or securities convertible into share of its stock of any class or classes, whether now of hereafter authorized.

Eighth:

The duration of the corporation shall be perpetual.

In witness whereof, I have signed these articles of incorporation on this First day of September 1989.

Witness:

Elmer E. Dunn Jr.

Nancy Gambino

State of Maryland
County of Anne Arundel, To Wit:
I hereby certify that on this First Day of September 1989, Before me a Notary Public for the State of Maryland county of Anne Arundel personally appeared Nancy Gambino who acknowledged the foregoing articles of incorporation to be her act.

As witnessed my hand and notarized seal

Elmer E. Dunn Jr. Notary Public
My Commission Expires July 1, 1990

3192 1524

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 317

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

DOCUMENT CODE 02 27 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Nancy Gambino

MAIL TO ADDRESS: 264 Pertch Road
Severna Park, MD
21146

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3192 1525

0000 0320

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 318

ARTICLES OF INCORPORATION
OF
NAILS ETC., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 22, 1989 AT 8:38 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2907699

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
NANCY GAMBINO
264 PERTCH ROAD
SEVERNA PARK MD 21146

102C3032193

A 313042

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3192 1522

AT5-060

0000 0321

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/21/89 at 11:58 .m.

BROOKS LIQUOR INC.
(A close corporation and Title 4, Corporations and Associations Article Annotated Code of Maryland)

Articles of Incorporation

FIRST: The undersigned, Sung Il Er and Moon Suk Er, whose post office address is 8037 Greenleaf Terrace T-3, Glen Burnie, Maryland 21061, being at least twenty-one years of age, does 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 BROOKS LIQUOR INC.

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

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

a) To own, conduct, operate, maintain and carry on a liquor carry-out business of related accessories and sale of related accessories and related type of business and doing any and all things necessary and pertinent to said business.

b) To purchase, lease, sell, mortgage, transfer or otherwise acquire or dispose of all land, buildings, warehouses or other structures and all other property, real, personal or mixed, necessary or desirable for the carrying on of the business conducted hereunder.

c) To acquire by purchase, lease or otherwise, the property rights, business, goodwill, franchises and assets carrying on the aforesaid business, or any part thereof, and securities of this Corporation, or otherwise in the manner permitted by law.

d) The above granted powers of the said capital Corporation are in furtherance and not in limitation of the general powers conferred by law upon corporations, and it shall exercise and enjoy all powers and privileges granted to or conferred upon corporations of this character by the General Laws of the State of Maryland now or hereafter in force.

RECEIVED
1989 NOV 21 PM 11 58
STATE DEPT OF ASSESSMENTS & TAXATION
1989 NOV -2 PM 1:41
CLERK

93268045

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

FIFTH: The post office address of the principal office of the corporation in this State is 8037 Greenleaf Terrace T-3, Glen Burnie, Maryland 21061 trading as Brooks Discount Liquor. The name and post office address of the Resident Agent of the Corporation in this State is Dong H. Chung, 29 W. North Avenue, Suite 203, Baltimore, Maryland 21201. Said Resident Agent is a citizen of this State and actually resides therein.

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

SEVENTH: After the completion of the organizational meeting of the director and the issuance of one or more shares of stock in the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director, whose name is Sung Il Er.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act on this 2nd day of NOVEMBER, 1989.

WITNESS:

Shin B. Suk

Sungil Er
SUNG IL ER

Moon Suk Er
MOON SUK ER

DHC/SS

BOOK 238 PAGE 321

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 28 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Dong H. Chung, Esq.

MAIL TO ADDRESS: 27 W. North avenue Suite 203 Baltimore, MD 21201

TOTAL FEES 40.00

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: DH Dz

3192 1509

0000 0324

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 322

ARTICLES OF INCORPORATION
OF
BROOKS LIQUOR INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 21, 1989 AT 11:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2907665

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
DONG H., CHUNG, ESQ.
27 W. NORTH AVENUE
SUITE 203
BALTIMORE MD 21201

102C3032190

A 313039

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3192 1506

AT5-060

0000 0325

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
11/20/89 at 8:34 .m.

GEMINI FIRE PROTECTION CO.

(A Close Corporation)

ARTICLES OF INCORPORATION

FIRST: I, the undersigned, JANICE A. MONTGOMERY, whose post business address is 1203 West Street, Suite F, Annapolis, Anne Arundel County, Maryland 21401, being at least eighteen (18) years of age, do hereby declare myself as incorporator with the intention of forming 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 GEMINI FIRE PROTECTION CO.

THIRD: The corporation shall be a Close corporation as authorized by Title 4, Corporations and Associations Volume, Annotated Code of Maryland.

FOURTH: The purposes for which the Corporation is formed and the business or objects to be carried on and permitted by it are as follows:

To design, manufacture, purchase, construct, fabricate, assemble, install, sell at wholesale or retail, as distribution or otherwise, in all respects and any manner fire sprinkler equipment and various systems and the various parts thereof.

To act as principal, agent, consignor, consignee, franchisor, franchisee, contractor, sub-contractor, or to do any and all manner of activities in connection with the fire sprinkler equipment and systems and the various parts thereof.

To acquire by purchase, gift, lease, in conveyance or in any other manner, title to real property and personal property of any and every kind and description and to hold, sell, transfer, assign, lease, convey or otherwise alienate or deal with or otherwise turn to account every class and description of property.

To borrow or raise money for any of the purposes of the Corporation, and to issue bonds, debentures, or other obligations of the Corporation, and at the option of the Corporation, secure the same by mortgage, pledge, deed of trust or otherwise.

To engage in any lawful acts or activity for which the Corporation may be organized under the Corporation Laws of Maryland. The business and purposes specified in the foregoing classes shall, except as otherwise expressed, but in nowise limited or restricted by reference to, or interference from, the terms of any other clause in these Articles of Incorporation, but the business and purposes specified in each of the foregoing clauses of these Articles shall be regarded as independent business and purposes.

1989 NOV 20 P 8:34
0324 062
NOV -2 PM 1:41
W. EARL SCHAFER
CLERK
3192 1371

0000 0326

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

FIFTH: The post office address of the principal office of the Corporation is 8416 Lockwood Road, Pasadena, Anne Arundel County, Maryland 21122.

The name and post office address of the resident agent of the Corporation in this State is DAVID GLICK, Esquire, 1203 West Street, Suite F, Annapolis, Maryland 21401. Said resident agent of the Corporation is a citizen of this State and of Anne Arundel County and actually resides therein.

SIXTH: The total amount of authorized capital stock of the Corporation is One Thousand (1,000) shares having no par value per share, all of one class. There shall be pre-emptive right of stockholders to acquire additional shares of stock of the Corporation in proportion to their holdings.

SEVENTH: After the completion of the organization meeting of the directors and the issue of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time the Corporation shall have three (3) directors, whose names are LEROY A. FREBURGER, JANICE A. MONTGOMERY, and DAVID GLICK.

EIGHTH: The Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, subject to the restrictions of Subtitle 5, Title 4, Corporations and Associations, Volume, Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of November, 1989.

David Glick
WITNESS

Janice Montgomery
JANICE A. MONTGOMERY

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, to wit:

I hereby certify, that on this 7th day of November, 1989, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, JANICE A. MONTGOMERY, and acknowledged the aforegoing Articles of Incorporation to be his act and deed.

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

NOTARY PUBLIC

My Commission Expires: July 1, 1990

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 326

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02A BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	30	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
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 Corp. 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 _____

TOTAL FEES 49

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Janice Montgomery

MAIL TO ADDRESS: David Glick, P.A.
1203 West Street, Suite F
Annapolis, MD 21401

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T. Ag

3192 1374

0000 0329

BOOK 238 PAGE 327

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
GEMINI FIRE PROTECTION CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 8:34 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2907426

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
JANICE MONTGOMERY
DAVID GLICK, P.A.
1203 WEST STREET
SUITE F
ANNAPOLIS MD 21401

102C3032166

A 313020

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

A15-060

0000 0330

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

TRIPLE C DEVELOPMENT, INC.

(a close corporation under Title 4)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/20/89 at 9:49 a.m.

ARTICLES OF INCORPORATION

FIRST: The undersigned, S. Leonard Rottman, whose post office address is Suite 1115 The Blaustein Building, One North Charles Street, Baltimore, Maryland 21201, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

TRIPLE C 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.

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

A. To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the grading and making of roads, walks, paths, railroads; the construction of bridges, buildings, piers, wharves, fortifications, power plants, and developments, transmissions lines, tunnels, subways, drainage, and irrigation systems. To do building, structural, construction, erection, surveying, dredging, shoring, wrecking, salvage, and electrical work of every kind in every part of the world. To

J.F. CLERK
1990 MAY -2 PM 1:41
N. CARL SCHAFER
CLERK
53246284
3192 1327
0000 0331

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

manufacture or otherwise produce, buy, sell, and deal in building materials, and all kinds of materials, supplies, and equipment for masons, carpenters, builders, electricians, engineers and contractors. To acquire, use, employ, sell and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.

B. To borrow money and to pledge as collateral any or all of the assets of the Corporation.

C. To guarantee notes and obligations of others and to pledge as collateral therefore any or all of the assets of the Corporation.

D. To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed.

E. Maintain margin accounts and to make short sales of all kinds.

F. To engage in any other business of whatsoever kind or description within the State of Maryland or elsewhere that may be directly or indirectly calculated to effectuate the objects and purposes of this Corporation, or any of them.

G. To acquire the good will, trade name, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation engaged in a similar business, and to pay for the same in cash or stock of this Corporation or otherwise.

H. To buy and sell fee simple property, leasehold property,

3192 1229
0000 0332

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ground rents and personal property; to acquire by subscription, purchase, exchange or otherwise, and to hold for investment or otherwise to use, sell, dispose of, pledge, mortgage or hypothecate any bonds, stocks or other obligations of any corporation, and while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof; to borrow money and issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust or other forms of contracts as security for the same and guarantee the payment thereof.

I. To consolidate or merge with any other corporation engaged in any business similar or analogous to those of this Corporation or to any of the objects of this Corporation.

J. In general, to carry on any lawful business and to have and to exercise all powers conferred by the general laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said general laws now or hereafter in force; and that said Corporation is formed under the articles, conditions and provisions herein expressed and subject in all particulars to the limitations pertaining to corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 537 Ritchie Highway, Severna Park, Maryland 21146. The name and post office address of the Resident Agent of the Corporation in Maryland is S. Leonard Rottman, Suite 1115, Blaustein Building, One North Charles Street, Baltimore,

3192 1229
0000 0333

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Maryland 21201. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred T h o u s a n d (100,000) shares, having a par value of One Dollar ($1.00) each, all of one class.

SEVENTH: The Stockholders may 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 stockholders may deem advisable. The Stockholders shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorizes shares of stock without par value to be issued.

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 director 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 who is so interested may be counted in determining

7192 1230
0000 0334

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, and any such contract or transaction shall be valid if approved by a majority vote of disinterested directors, even if the disinterested directors constitute less than a quorum.

NINTH: The Corporation shall have three directors, and the following named persons shall act as such until the first annual meeting or until their successors are chosen and have qualified:

John C. Cirelli
Charles J. Cirelli
Carlton L. Chilcoat

The Corporation may determine by its By-Laws the classification and number of its directors, which may from time to time be fixed at a number greater than that named in this Charter, but shall never be less than three.

TENTH: The duration of the Corporation shall be perpetual.

ELEVENTH: The power to make, alter and repeal By-Laws of the Corporation shall be vested in the Board of Directors.

IN WITNESS WHEREOF, I have signed these Articles of incorporation and acknowledge the same to be my act this 14th day of November, 1989.

WITNESS:

S. Leonard Rottman

RR3:Articles
1115389

3192 1231

0000 0335

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 333

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

DOCUMENT CODE 02~~2~~ BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	~~20~~	Organ. & Capitalization
61	~~20~~	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 073

ATTENTION: _____

MAIL TO ADDRESS: _____

TOTAL FEES 70

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCM

3192 1272

0000 0336

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 334

ARTICLES OF INCORPORATION
OF
TRIPLE C DEVELOPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 9:49 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2907202

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
TABOR & ROTTMAN
BLAUSTEIN BUILDING, SUITE 1115
1 NORTH CHARLES STREET
BALTIMORE MD 21201

102C3032144

A 313002

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
11-20-89
ARTICLES OF INCORPORATION at 9:18 .m.

OF

CLEAR VIEW HARD CURTAIN, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Jacob B. Davis, whose post office address is 7439 Baltimore-Annapolis Boulevard, Post Office Box 849, Glen Burnie, Maryland 21061, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

Clear View Hard Curtain, Inc.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or elsewhere, are as follows:

(a) To manufacture, sell and generally deal in boating curtains.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, to limit or restrict any other purpose, object or business, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations.

FOURTH: The post office address of the principal office of the Corporation in this State is 7439 Baltimore-Annapolis Boulevard, Glen Burnie, Maryland 21061. The Resident Agent of the Corporation is Jacob B. Davis, whose post office address is 7439 Baltimore-Annapolis Boulevard, Glen Burnie, Maryland 21061.

89 NOV 20 P 4:18
93248208
3192 1008
1990 MAY -2 PM 1:42
R. EARLE SCHAFER
CLERK
0000 0338

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

FIFTH: The Corporation shall have a Board of three (3) Directors, which number may be increased or decreased in accordance with the By-Laws of the Corporation, but shall never be less than three (3); the names of the Directors who shall act as such until the first annual meeting of the Stockholders or until their successors are duly chosen and qualify are:

Edwin A. Lechowicz
Michael E. Loney
Jacob B. Davis

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

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

(a) Any Director individually, or any firm of which any Director may be a member, or any corporation or association of which any Director may be an officer or director or in which any Director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no ocntract or other transaction shall be thereby affected or invalidated; provided that in case a Director, or firm of which a Director is a member, or a corporation or association of which a Director is an officer or director or in which a Director is interested as the holder of any amount of its capital stock or otherwise, such fact shall be disclosed or shall have been known to the Board of Directors or a majority thereof. Any Director of the Corporation who is also a director or officer of or interested in such other corporation or association, or who, or the firm of which he is a member, is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall

3192 1009

0000 0339

CLERK'S NOTATION
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authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or association or were not so interested or were not a member of a firm so interested.

(b) The Corporation reserves the right, from time to time, to make any amendment of its Charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its Charter, of any outstanding stock.

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

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

(2) By articles supplementary to this Charter, to classify or reclassify any unissued shares by fixing or altering in any one or more aspects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

EIGHTH: The Directors and officers of the Corporation while serving in such capacity or capacities are limited from liability for money damages to the Corporation and to the Corporation's Stockholders to the maximum extent permitted under and except as otherwise provided in Section 2-405.2 of the Corporations and Associations Article of the Annotated Code of Maryland.

NINTH: Except as the By-Laws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of

3192 1010

0000 0340

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

any action, suit or proceeding to which he was made a party by reason of his serving or having served the Corporation, or any other entity at the request of the Corporation, in any capacity, while an officer or Director of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any officer or Director and no indemnification shall be provided for any employee or agent of the Corporation, unless the Board of Directors shall, in its discretion, subject to the By-Laws, so direct.

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

JACOB B. DAVIS

3192 1011

0000 0341

BOOK 238 PAGE 339

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 ~~28~~ BUSINESS CODE 03 COUNTY 52

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	80	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	10	1 Certified Copy 40
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 Corp. 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
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: ~~[illegible]~~
LECHOWICZ, LONEY + DAVIS
7439 BALTIMORE-ANNAPOLIS BLVD.
POST OFFICE BOX 849
GLEN BURNIE, MARYLAND
21061-0849

TOTAL FEES 50.00

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible] VH

3192 1012

0000 0342

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 340

ARTICLES OF INCORPORATION
OF
CLEAR VIEW HARD CURTAIN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 9:18 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2906840

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
LECHOWICZ, LONEY & DAVIS
7439 BALTIMORE-ANNAPOLIS BLVD.
P. O. BOX 849
GLEN BURNIE MD 21061 0849

102C3032108

A 312969

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2192 1007

AT5-060

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

238 341

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-20-89 at 10:33 a.m.

AFFORDABLE PHONES, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, Stephen R. Layton, whose post office address is Nichols Building, Stevensville, Maryland 21666, 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 Affordable Phones, Inc.

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

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

(1) To sell, service, install and lease telephone and electronic communications systems; and to engage in any other lawful purpose, and/or business and;

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

FIFTH: The post office address of the principal office of the Corporation in this state is 550M Ritchie Highway, Suite 248, Severna Park, Maryland 21146. The name and post office address of the Resident Agent of the Corporation in this state are Susan Daly, 199 Virginia Lane, Apt. G, Glen Burnie, Maryland 21061. Said Resident Agent is an individual actually residing in the State.

1989 NOV 20 P 10: 33

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

93246278

3192 1004

1990 MAY -2 PM 1:42

HEARL SCHAFER
CLERK

0000 0344

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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 Susan Daly.

EIGHTH: The Corporation may indemnify a present or former director or officer of the Corporation or other corporate representatives to the maximum extent permitted by and in accordance with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

WITNESS:

Kenneth L. Hutson

Stephen R. Layton

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 343

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

DOCUMENT CODE 0275 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40.00

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Michele E. Skarwecki

MAIL TO ADDRESS: STEPHEN R. LAYTON, P.A.
NICHOLS BUILDING
STEVENSVILLE, MARYLAND
21666

✓ Check ___ Cash

___ Documents on ___ checks

NOTE:

APPROVED BY: MA VH

3192 1006

0000 0346

BOOK 238 PAGE 344

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
AFFORDABLE PHONES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 10:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2906832

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
STEPHEN R. LAYTON, P.A.
ATTN: MICHELE E. SKARWECKI
NICHOLS BUILDING
STEVENSVILLE MD 21666

102C3032107

A 312968

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3192 1003

AT5-060

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 345

ARTICLES OF INCORPORATION

OF

LIPIN'S CORNER LIQUORS, INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

A CLOSE CORPORATION 11-16-89 at 8:38 .m.

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned incorporator, EDWARD J. DYAS, JR., whose Post Office address is 454 Fair Oaks Road, Severna Park, Maryland 21146, being at least eighteen years of age, am forming a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, hereinafter referred to as "the Corporation" is:

LIPIN'S CORNER LIQUORS, INC.

THIRD: The purposes for which the Corporation is formed and the businesses which the Corporation shall be authorized and empowered to carry on and promote are as follows:

(a) To buy, sell and generally deal in whiskey, liquors, beer, wine and all other alcoholic and non-alcoholic beverages of every kind and type, and to do anything and everything necessary or incident thereto.

(b) To engage in and carry on the business of developers, builders and managers of all types of real estate, and improvements thereon of any type. To erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control any and all kinds of buidings, houses, hotels, breweries, stores, offices, warehouses, mills, shops, factories, machinery and plants and other structures of any type. To enter into any contract in relation to and to erect, construct, maintain, improve, rebuild, enlarge, alter, manage and control, either alone or jointly with any other company or persons, as consultants or otherwise, works

1989 NOV 16 P 8:22

93218034

J.F. CLERK

1990 MAY -2 PM 1:42

3192 0830

CLERK

0000 0348

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

of all descriptions, including wharves, docks, houses, hotels, breweries, stores, offices, shops, railroads, waterways, roads, bridges, warehouses, factories, plants, mills, engines, machinery, railway works, ships and vessels of every description, gas works, water works, drainage and sewerage works and buildings of every description.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of improved and unimproved land, real property, and personal property of every kind wherever situated.

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

(e) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any share of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to

3192 0821

CLERK'S NOTATION
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possess and exercise in respect thereof, any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of the corporation.

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

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

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

3192 0932

0000 0350

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

value of its property, business or rights.

(i) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any part of its branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance, and not in limitation, of the powers conferred upon the corporation by law, and it is not intended that the mention of any particular purpose, object or business be construed to limit or restrict any of the powers of the corporation. The corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general or specific laws of this State.

FOURTH: The Post Office Address of the principal office of the Corporation shall be 107 Mountain Road, Pasadena, Maryland 21222. The Resident Agent of the Corporation shall be Edward J. Dyas, Jr., whose post office address is PO Box 611, 454 Fair Oaks Road, Severna Park, Maryland 21146, and said Resident Agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation is a close corporation and elects to have no board of directors; but the following person shall serve as director until this election to have no board of directors becomes effective: Edward J. Dyas, Jr.

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

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

1. The stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

2. The stockholders may classify or reclassify any unissued shares of the stock of the Corporation of any class 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 time and prices of redemption of, such shares.

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

4. Any stockholder, individually, or any firm of which any stockholder may be a member, or any corporation or association of which any stockholder may be an officer or director or in which any stockholder may have a material financial interest as the holder of any amount of its capital stock or otherwise, may be a party to, or be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; provided, however, that the contract or transaction is otherwise fair and reasonable to the Corporation or that such common directorship or material financial interest is disclosed or shall have been known to the stockholders entitled to vote and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote and any stockholder of the Corporation who is also

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

a director or officer of or interest in such other corporation or association, and the stock owned by such stockholder, or by the firm of which he is a member, may be counted in determining the existence of a quorum at the meeting of the stockholders of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and such stockholder may vote to authorize, ratify, or confirm any such contract or transaction with like force and effect as if he were not such a director or officer or stockholder of such other corporation or association or not a member of or financially interested in a firm so interested.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of November, 1989, and I acknowledge the same to be my act.

EDWARD J. DYAS, JR.

3192 0835

BOOK 238 PAGE 351

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 53

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	11	1 Certified Copy 6
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 Corp. 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

TOTAL FEES 51

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T. VH

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: LAW OFFICES
OBRECHT AND OBRECHT
MARYLAND BAR CENTER
SUITE 310
520 WEST FAYETTE STREET
BALTIMORE, MD 21201

NOTE:

3192 0836

0000 0354

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 352

ARTICLES OF INCORPORATION
OF
LIPIN'S CORNER LIQUORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 16, 1989 AT 8:22 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2906576

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
OBRECHT AND OBRECHT
MARYLAND BAR CENTER, STE. 310
520 W. FAYETTE STREET
BALTIMORE MD 21201

102C3032081

A 312948

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3192 0929

AT5-060

0000 0355

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 353

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD 11-17-89 at 8:33 .m.

ARTICLES OF INCORPORATION

OF

CLEARWATER WELL DRILLING, INC.

(A Close Corporation)

FIRST: We, Elmer E. Greer, whose Post Office Address is 1243 Thompson Avenue, Severn, Maryland 21144, and Robert D. Wilson, whose Post Office Address is 8389 Elm Road, Millersville, Maryland 21108, the undersigned, 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 is

CLEARWATER WELL DRILLING, INC.

THIRD: The corporation shall be a close corporation.

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

To engage in the operation and maintenance of a water well drilling business, and all things necessary and convenient to operate, conduct, and maintain said business; and to engage representatives, agents, servants, and employees for the purpose of conducting and maintaining the said business and to do all things incidental thereto.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation and acquire real estate for the conduction of said business.

To acquire all or any part of the goodwill, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole or any part of the rights, property and business so acquired and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

1989 NOV 17 P 8:33

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1990 MAY -2 PM 1:42

CLERK

0000 0354

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

To acquire by purchase, subscription or any other manner, to receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof and to possess and exercise in respect thereof any and all rights, powers and privileges of individual holders.

To aid in any manner any person, firm, association, corporation or syndicate, of which any shares, bonds, debentures, notes, mortgages or other obligations, or any certificates, receipts, warrants or other instruments evidencing rights or option to receive, purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this corporation, or in the welfare of which this corporation shall have any interest and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property of this corporation.

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

To carry out all or any part of the foregoing objects as principal, factor agents, contractor, or otherwise, either along or through or in conjunction with any person, firm, association or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such objects and purposes.

To carry out all or any of the aforesaid objects and purposes, and to conduct its business in all of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts, and possessions of the United States of America and in foreign countries.

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these articles of incorporation or any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FIFTH: The Post Office address of the principal office of the corporation in this state is 8389 Elm Road, Millersville, Maryland 21108. The name of the resident agent of the corporation in this State is Robert D. Wilson, a resident of this State, and the Post Office address of the resident agent is 8389 Elm Road, Millersville, Maryland 21108.

SIXTH: The total number of shares of stock which the corporation shall have authority to issue is one thousand (1000) shares, all of one class, of the par value of One Dollar (1.00) each and of the aggregate par value of One Thousand Dollars ($1,000.00). The initial issuance of stock shall be:

Elmer E. Greer	500 Shares
Robert D. Wilson	500 Shares

SEVENTH: The number of directors of the corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the corporation and shall never be less than one (1). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Elmer E. Greer - President

Robert D. Wilson - Vice President

Robert D. Wilson - Treasurer

Elmer E. Greer - Secretary

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

EIGHTH: Net income of the corporation will be distributed in the form of dividends as authorized by the Board of Directors.

NINTH: 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.

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money or by way of dividend.

The corporation reserves the right from time to time to make amendments of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter, of any outstanding stock.

TENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporators of CLEARWATER WELL DRILLING, INC. who executed the forgoing Articles of Incorporation hereby acknowledges the same to be their act and further acknowledges that, to the best of their knowledge the matter and facts set forth therein are true in all material respects under penalties of perjury.

Dated this 13th day of November, 1989.

Elmer E. Greer

Elmer E. Greer

Robert D. Wilson

Robert D. Wilson

BOOK 238 PAGE 357

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	28	Organ. & Capitalization
61	28	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	10	1 Certified Copy 4
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Elmer E. Greer

MAIL TO ADDRESS: Clearwater Well Drilling, Inc.
8389 Elm Road
Millersville, Maryland 21108

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT VH

3192 0797

0000 0360

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 358

ARTICLES OF INCORPORATION
OF
CLEARWATER WELL DRILLING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 17, 1989 AT 8:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2906519

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
CLEARWATER WELL DRILLING, INC.
ATTN: ELMER E. GREER
8389 ELM ROAD
MILLERSVILLE MD 21108

102C3032075

A 312942

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

AT5-060

0000 0361

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 359 DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-17-89 at 8:34 P.m.
1989 NOV 17 P 8:34

ARTICLES OF INCORPORATION
OF
E + B RETAIL, INC.

FIRST: I, Eric M. Keitz whose post office address is 1623 Forest Drive, Suite 303, Annapolis, MD. being at least eighteen (18)years of age, hereby file these Articles of Incorporation 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 E + B RETAIL, INC.

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

(1) To own, operate, run and manage a facitlity that offers goods for sale to the public, including, but not limited to alcoholic beverages.

(2) To carry on any other business in connection with the foregoing whether manufacturing or otherwise;

(3) To acquire (by purchase, lease, or otherwise), own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of real property, or any interest or right therein, wherever situated, within or without the State of Maryland;

(4) To organize, incorporate and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law;

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

(6) To do any act or thing and exercise any power suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such powers;

(7) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in connection with any person, firm, association or corporation; and

(8) To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon corporations formed under the Acts above referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business, or to limit or restrict any of the powers of the corporation, and the said corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article Third

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1990 MAY -2 PM 1:42
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MARLA SCHAFER
CLERK

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a corporation formed under the laws of the state of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in this State is 1623 Forest Drive, Suite 303, Annap., Md. 21403. The name and post office address of the Resident Agent of the Corporation in this State is Eric M. Keitz, 1623 Forest Drive, Suite 303 Annapolis, Maryland.
Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1000 shares of common stock, with a par value of $1.00 per share.

SIXTH: The number of directors of the Corporation shall be one(1), which number may be increased pursuant to the Bylaws of the Corporation, but shall remain less than three only in the following events:

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

2. If there is stock outstanding, the number of directors may be less than three, but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Eric M. Keitz.

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 the stock of any class or classes, whether now or hereafter authorized.

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

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

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify officers, directors, agents and employees as follows:

(1) The Corporation shall indemnify any officer or director of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such officer, director, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) The Corporation shall indemnify any officer or director of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such an officer, director, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, director, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, negligence or misconduct in the performance of his duty to the Corporation, unless (and only to the extent that) the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as such court shall deem proper.

(3) To the extent that an officer or director of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees)

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article NINTH.

(4) Any indemnification under paragraph (1) or (2) of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer or director is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article NINTH. Such determination shall be made: (a) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested shareholders so directs, then by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the shareholders in the specific case, upon receipt of an undertaking by or on behalf of the officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not officers or director of the Corporation may be indemnified under the same standard and procedures set forth above, in the discretion of the shareholders of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an officer or director, and shall inure to the benefit of the heirs and personal representatives of such a person.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10 day of NOVEMBER, 1989 and I acknowledge the same to be my act.

WITNESS:

_____

_____

3192 0790

BOOK 238 PAGE 363

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: ERIC M. KEITZ, C.P.A.
1623 FOREST DRIVE, SUITE 303
ANNAPOLIS, MD 21403

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.m.I VH

3192 0791

0000 0366

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 364

ARTICLES OF INCORPORATION
OF
E + B RETAIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 17, 1989 AT 8:34 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2906501

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
ERIC M. KEITZ, C.P.A.
1623 FOREST DRIVE, STE. 303
ANNAPOLIS MD 21403

102C3032074

A 312941

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3192 0725

AT5-060

0000 0367

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 238 PAGE 365

APPROVED FOR PAYMENT

11-14-89 at 10:00 a.m.

ARTICLES OF INCORPORATION

OF

GERRIOR'S NURSERY & GARDEN CENTER, INC.

A MARYLAND CLOSE CORPORATION ORGANIZED PURSUANT TO TITLE 4 OF CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND

FIRST: We, the undersigned, EVELYN J. GERRIOR and PHILLIP P. GERRIOR, SR., whose address is 1120 Bay Ridge Road, Annapolis, Maryland 21401, being at least eighteen (18) years of age, do hereby form a corporation, as incorporator, 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:

GERRIOR'S NURSERY & GARDEN CENTER, INC.

THIRD: This Corporation shall be a close corporation pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, and as amended.

1989 NOV 14 A 10:

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

a. To own and operate a nursery and garden center business, including wholesale or retail sales, services, consulting, and lawn and grounds care and maintenance business, including the sale and related services of nursery stock, excavation, landscaping, garden materials, grading, greenhouses and greenhouse equipment, and all related services. To provide advertising and promotional sales and services, to provide guidance and advice regarding

93188186

J.F. CLERK

1990 MAY -2 PM 1:42

3192 0754

CLERK

0000 036A

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

nursery and garden center sales and services, and promotions of business and business enterprises, and to provide all sales and services related to these business objectives. The corporation shall also be authorized to contract with person or persons for the delivery of these nursery and garden center products and services, and to lease and maintain retail or wholesale outlets or distribution centers for the sales and service of their products, equipment and services.

b. To borrow or raise money without limit, and upon any terms, for any purpose of this Corporation or of any corporation, association, firm, syndicate, body politic or individual, having a business or property which this Corporation determines to finance, promote or become interested in; to issue, sell, dispose of this Corporation's bonds, debentures, notes, certificates of indebtedness, and other obligations, secured or unsecured and however evidenced, upon any terms, and as security therefor to mortgage, pledge or grant any charge, or impose any lien upon all or any part of the real or personal property, right, interest or franchises of this Corporation whether owned by it at the time or thereafter acquired; to loan money, secured by mortgages or pledges, on personal property or real estate or otherwise, or without security.

3192 0755

0000 0369

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

c. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable instruments, and to redeem any debt or other obligations before the same shall fall due on any terms and on any advance of premiums.

d. To guarantee the payment of dividends upon any capital stock, and by endorsement or otherwise to guarantee the payment of the principal or interest, or both, on any bonds, debentures, notes, script, or other obligations or evidences of indebtedness, or the performance of any contracts or obligations, of any corporation or association, domestic or foreign, or of any firm, individual, syndicate or body politic in which, or of whom, or in the business, financing or welfare of which, or of whom, this Corporation may have an interest.

e. To conduct its business in the State of Maryland, other states, the District of Columbia, and the territories, colonies, and possessions of the United States, and in foreign countries, to have one or more offices out of the State of Maryland, as well as within said State, and to hold, purchase, mortgage and convey real and personal property out of the State of Maryland, as well as within said State, and to purchase or acquire by condemnation proceedings, as provided by law for such cases made and provided, real estate, personal property, as may be necessary, desirable or convenient for the purposes of this Corporation and incidental thereto.

3192 0756

0000 0370

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f. To acquire the good will, rights, property and assets of kinds of any person, firm or corporation, domestic or foreign, and pay for the same in money, stocks, bonds, debentures, or other securities of this Corporation, or otherwise in any manner permitted by law.

g. To purchase, hold, retire or reissue shares of its capital stock of any class, now or hereafter authorized in the manner provided by the Code of Public General Laws of the State of Maryland.

h. To engage or carry on any other business or businesses which may conveniently be conducted in conjunction with any of the business or businesses of the Corporation. And in general to do any and all things and to exercise any and all powers which may now or hereafter be lawful for the Corporation to do or exercise under and in pursuance of the laws of the State of Maryland.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, objects or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict the powers of the Corporation.

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FIFTH: After the completion of the organization meeting of the Directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have five (5) Directors, whose names are: EVELYN J. GERRIOR, PHILLIP P. GERRIOR, SR., PHILLIP P. GERRIOR, JR., DONNA F. GERRIOR and KIMBERLY K. GERRIOR, all of whom maintain an address at 1120 Bay Ridge Road, Annapolis, Maryland 21403. The number may be increased or decreased pursuant to the by-laws of the Corporation.

SIXTH: The address of the principal office of the Corporation in this State is 1120 Bay Ridge Road, Annapolis, Maryland 21403. The name and address of the resident agent of the Corporation in this State is: PHILLIP P. GERRIOR, SR., 1120 Bay Ridge Road, Annapolis, Maryland 21403. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 7th day of November, 1989.

Philip P. Gerrior Jr.
Witness

Philip P. Gerrior Sr.
PHILLIP P. GERRIOR, SR.

Donna F. MacDonald
Witness

Evelyn J. Gerrior
EVELYN J. GERRIOR

3192 0758

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STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to-wit:

I HEREBY CERTIFY that on this 7th day of November, 1989, before me the subscriber, a Notary Public for the State of Maryland, in and for the County of Anne Arundel, personally appeared PHILLIP P. GERRIOR, SR., and EVELYN J. GERRIOR, and they acknowledged the aforegoing Articles of Incorporation to be their act and deed, and that they executed the same for the purposes therein contained.

AS WITNESS, my hand and Notarial Seal.

Joni Gerrior
Notary Public

My Commission Expires: July 1, 1990

BOOK 238 PAGE 371

CLERK'S NOTATION
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STATE OF MARYLAND
SR State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	50	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	12	1 Certified Copy 6
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	8	3 Corp. Good Standing
NA		Foreign Corp. 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

TOTAL FEES _____

#37326 11-22-89 J.J.

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Law Offices
Marvin L. Duvall, Jr.
77 West Street - Suite 110
Annapolis, Md. 21401

60 Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: AVH

3192 0760

0000 0374

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 372

ARTICLES OF INCORPORATION
OF
GERRIOR'S NURSERY & GARDEN CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 14, 1989 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2906451

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
MAREEN L. DERVALL, JR.
77 WEST STREET, STE. 110
ANNAPOLIS MD 21401

102C3032069

A 312936

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO
3192 0752

AT5-060

0000 0375

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 373

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-20-89 9:06a

HOMEBASE, Inc.

Articles of Revival

FIRST: The name of the corporation at the time the charter was forfeited was HOMEBASE,Inc..

SECOND: The name which the corporation will use after revival is HOMEBASE, Inc..

THIRD: The name and address of the resident agent are:

Thomas H. Hough
971 Magothy Ave.
Arnold, Md. 21012

FOURTH: These articles of Revival are for the purpose of reviving the charter of the corporation.

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

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;

(c) Paid all state and local taxes, except real estate taxes, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

SIXTH: The address of the principal office in this state is Suite 7 7 Riggs Avenue, Severna Park, Maryland 21146.

The last acting president, vice-president, secretary, or treasurer of the corporation are unable to sign the Articles. There are less than the required number of directors able to sign the Articles, therefore the undersigned who was elected as sole director for the purpose of reviving the charter of the corporation acknowledge the Articles to be his act.

Thomas H. Hough
sole director

STATE DEPT. OF ASSESSMENTS & TAXATION

89 NOV 20 AM 9 16

RECEIVED

93258178

3191 2937

1990 MAY -2 PM 1:42

HELEN L. SCHAFER
CLERK

0000 0376

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

AFFIDAVIT

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

Thomas H. Hough

I hereby certify that on November 17, 1989 before me, the subscriber, a notary public of the State of Maryland, in and for Anne Arundel personally appeared Thomas H. Hough and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Joanne L. Francis

My Commission expires

July 1, 1990

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 375

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

DOCUMENT CODE 182 BUSINESS CODE 03 COUNTY 52

D4731611 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
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	20	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	30	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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Thomas Haugh
971 Magothy Ave
Arnold Md 21012

TOTAL FEES 80

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: MS cm

3191 2839

0000 0378

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 376

THE ARTICLES OF REVIVAL
OF
HOMEBASE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 21, 1989 AT 9:06 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

D1731611

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
THOMAS HAUGH
971 MAGOTHY AVENUE
ARNOLD MD 21012

101C3032045

A 312902

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3191 2936

AT6-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
10-23-89 at 10:49 .m.

RELATIVE COMPUTER SERVICES INC.

(A Close Corporation)

ARTICLES OF INCORPORATION

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Alan Cohn, whose post office address is 6397B Smithy Square, Glen Burnie, Maryland 21061; and Richard Cohn, whose post office address is 3813 Dunsinane Drive, Silver Spring, Maryland 20910, each being at least twenty-one 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:

RELATIVE COMPUTER SERVICES INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4.

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

(a) To do any or all of the things herein set forth to the same extent as natural persons might or could do, viz.:

(b) To conduct the business of manufacturing, buying, selling and dealing in and otherwise acquiring and disposing of electronic and computer equipment or other products or goods, components and systems to be used and employed for various purposes; to manufacture all kinds of goods, wares and merchandise suitable for application to telecommunications, computer hardware and software equipment or other product lines and all articles, ingredients or compounds necessary or requisite for the above or any other purpose; to manufacture any other articles or things incidental or appertaining to the above; to buy and sell or otherwise deal in any of the above or any articles incidental or appertaining thereto and also to acquire and own any and all property real and personal necessary and convenient for the proper and successful conduct of its business.

(c) To acquire by appropriation, discovery, location, lease, license, grant, bond, option, deed, purchase, agreement or otherwise, and to hold, own, possess, work, operate any property, and any right, title or interest therein, as also

1989 OCT 23 A 10:49
1990 MAY -2 PM 1:42
J.F. CLERK
3191 2627
CLERK

92962491

0000 0380

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such lands, buildings, construction, plants, appliances, equipments, fixtures, machinery, discoveries, improvements, inventions, patents, patent rights, water, rights of way, easements, appurtenances, privileges, franchises and other property or property rights, real or personal, as may be deemed by the Directors of said Corporation to be necessary or desireable for the practical working, development, exploitation or enjoyment of all or any of the Corporation's properties acquired or to be acquired.

(d) To buy, sell, mortgage or encumber, to convey, lease, own, hold, rent, improve, exchange or otherwise acquire and dispose of and deal in real and leasehold property, both improved and unimproved.

(e) To purchase, erect, lease or otherwise acquire, operate, maintain and repair buildings, machinery, construction, works and plants for the manufacture of computer hardware and software, electronic equipment or other products.

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

(g) To acquire, hold, use, sell, assign ,lease, grant licenses in respect of, mortgage, or otherwise dispose of letters patent of the United States or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, trade-marks and trade names, relating to or useful in connection with any business of this Corporation.

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

(i) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants and other negotiable or transferable instruments.

(j) To issue bonds, debentures or obligations of this Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise.

(k) To purchase, hold and re-issue the shares of its capital stock.

(l) To have one or more offices, to carry on all or any of its operations and business and without restriction or limit as to amount, to purchase, or otherwise acquire, to hold, own, to

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mortgage, sell, convey or otherwise dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony or Country.

(m) The said Corporation shall have and enjoy all of the powers and rights conferred by statue on corporations. The enumeration of specified powers in this Certificate is made in furtherance and not in limitation of the powers conferred by law and no restrictions upon any power is intended to be implied or imposed in such specification or from any provisions in said sections.

FIFTH: The post office address of the principle office of the Corporation in Maryland is 6397B Smithy Square, Glen Burnie, Maryland Anne Arundel County, 21061. The name and post office address of the Resident Agent of the Corporation in Maryland is Alan Cohn, 6397B Smithy Square, Glen Burnie, Maryland, Anne Arundel County 21061. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of .o1 dollars ($0.01) per share, all of one class, and having an aggregate par value of One Thousand ($1,000) Dollars.

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, voting powers, restrictions, limitations, as to dividends and qualifications of each class:

(a) One class only will be issued, common stock, with no preferences or conversion rights.

(b) Holders of the common shares of the Corporation shall have the right to vote such shares cumulatively.

Authority is conferred upon the Board of Directors of the Corporation to fix, from time to time, the consideration for which the Corporation may issue, from time to time, shares of its capital stock subject to any limitations which may be contained in the General Corporation Laws of the State of Maryland.

Stockholders shall be entitled as of right to purchase or subscribe for any part of the stock of the Corporation to be issued by reason of any increase of the authorized capital stock of th Corporation or the authorization of any new class of stock based on proportional share of ownership.

SEVENTH: The number of directors of the Corporation

CLERK'S NOTATION
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shall be two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than two (2); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Alan Cohn and Richard Cohn.

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

(a) All the Directors of the Corporation shall be elected annually.

(b) The private property of the stockholders shall not be subject to the payment of corporate debts to any extent whatever.

(c) 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 pecuniary or otherwise interested in, any contract or transaction of this Corporation, provided that the fact 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 the Director or Officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such corporation and not so interested.

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

(e) The Board of Directors of the Corporation shall have the right, in its absolute discretion, to determine what portions of earnings and surplus shall be used for dividends, and what portions shall be retained for working capital.

NINTH: The duration of the Corporation shall be perpetual.

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

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CLERK'S NOTATION
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(a) To make, alter, amend and rescind the by-laws of this Corporation, except as may be otherwise provided therein.

(b) From time to time to determine whether and to what extent, and at what time and places and under what conditions and regulations, the accounts and books of this Corporation (other than stock ledger), or any of them, shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account or book or document of this Corporation except as conferred by statute or authorized by the Directors, or by a resolution of the stockholders.

(c) If the by-laws so provide, to designate two or more of their number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this Corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this Corporation, and have power to authorize the seal of this Corporation to be affixed to all papers which may require it.

(d) Both Stockholders and Directors shall have power, if the by-laws so provide, to hold their meetings either within or without the State of Maryland, to have one or more offices in addition to the principle office in Maryland, and to keep the books of this Corporation (subject to the provisions of the statutes) outside of the State of Maryland at such places as may be from time to time designated by them.

(e) This Corporation may in its by-laws confer powers additional to the foregoing upon the Directors, in addition to the powers and authorities expressly conferred upon them by the statute.

(f) Except as otherwise in Article Sixth of this certificate of incorporation provided, this Corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

(g) Each Director and Officer, whether or not then in office, shall be indemnified by the Company against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him in connection with or resulting from any action, suit or proceeding in which he may be made a party by reason of any act or omission to act as a Director or Officer of the Company, except in relation to matters as to which he shall finally be adjudged in each action, suit or proceeding to have been derelict in the performance of his duty as such Director or Officer. The foregoing right to indemnity shall include

CLERK'S NOTATION
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6

reimbursement of the amounts and expenses paid in settling any such action, suit or proceeding, when settling appears to be in the interest of the Corporation, and shall not be exclusive of other rights to which he may be entitled as a matter of law.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 7th day of August, 1989

TEST:

_____ (SEAL)
Alan Cohn

_____ (SEAL)
Richie Cohn

SS: District of Colombia
on this 7th day of August 1989 personally appeared before me Richie Cohn to certify that this is a true and accurate statement.

Subscribed and sworn to before me this 7th day of August, 1989

Notary Public, D.C.

My commission expires 2/28/94

STATE OF MARYLAND,
COUNTY OF ANNE ARUNDEL, ss:

I HEREBY CERTIFY that on this 22d day of September 1989, before me, the subscriber, a Notary Public of the State of Maryland in and for the County aforesaid, personally appeared

Alan Cohn ~~and Richie Cohn~~ and severally acknowledged the foregoing Articles of Incorporation to be ~~their~~ his act.

[redacted]

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

Elsie M. Sams

Notary Public

1989 OCT 17 A 9:39

3191 2632

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 383

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Harold P. Cohn

MAIL TO ADDRESS: 1150 STEAMBOAT ROAD
SHADY SIDE, MD 20764

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3191 2633

0000 0384

BOOK 238 PAGE 384

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
RELATIVE COMPUTER SERVICES INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 23, 1989 AT 10:49 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2906337

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
HAROLD P. COHN
1150 STEAMBOAT ROAD
SHADY SIDE MD 20764

101C3032006

A 312865

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

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 385 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
11-17-89 9:38 .m.

PFABULOUS TOUCH, 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

ARTICLE I: The undersigned, Jean Brown, whose post office address is 15 Lafayette Avenue, Annapolis, Maryland 21401, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

PFABULOUS TOUCH, INC.

ARTICLE III: 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.

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

A. Engage in residential, commercial and office cleaning.

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

ARTICLE V: The post office address of the principal office of the Corporation in this State is 15 Lafayette Avenue, Annapolis, Maryland 21401. The name and post office of the Resident Agent of the Corporation in Maryland is Jean Brown, 15 lafayette Avenue, Annapolis, Maryland 21401. Said Resident Agent is an individual actually residing in this State.

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

1989 NOV 17 P 9:28

ARTICLE VII: The Corporation elects to have no Board of

J.F. CLERK 1990 MAY -2 PM 1:42
BURLE SCHAFER
CLERK

0000 038A

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) Director, whose name is Jean Brown.

ARTICLE VIII: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding base on a finding in the proceeding that such director's or officer's action, or failure to at, was (a)the result of active and deliberate dishonesty, or (b) intentionally wrongful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

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

Jean Brown (SEAL)
Jean Brown

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, to wit:

I HEREBY CERTIFY that on this 15th day of November, 1989, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Jean Brown and acknowledged the execution of the foregoing Articles of Incorporation to be her act and deed.

AS WITNESS my hand and Notarial Seal.

Virginia S. Oliff
Notary Public

My Commission expires: 7/1/90

3191 2599

0000 0389

BOOK 238 PAGE 387

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BS BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: CARL J. TENNER ESQ.

MAIL TO ADDRESS: 124 SOUTH STREET ANNAPOLIS, MARYLAND 21401

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: RCM

3191 2600

0000 0390

BOOK 238 PAGE 388

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
FABULOUS TOUCH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 17, 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:
$ 20.00	$ 20.00	$

D2906279

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
CARL J. TENNER, ESQ.
124 SOUTH STREET
ANNAPOLIS MD 21401

101C3032000

A 312859

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3191 2597

ATS-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-15-89 at 8:35 .m.

BOOK 238 PAGE 389

ARTICLES OF INCORPORATION

FOR

TransTech International, Inc.
(A Closed Corporation Under Title 4
Corporations and Associations)

FIRST: The undersigned, MICHAEL A. LUBIN whose post office address is 1501 Farm Credit Drive, Suite 4500, McLean, Virginia 22102, being at least twenty-one years of age, does hereby form a corporation under the general laws of Maryland.

SECOND: The name of the corporation is TransTech International, Inc.

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

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

To market technological equipment and generally to do all things customarily done by those engaged in a similar business.

To carry on any other business which is not unlawful for a corporation organized under the corporate laws of Maryland.

To build, purchase, lease, or otherwise acquire, and to own, improve, manage, operate, lease, mortgage, create liens upon, sell, convey or otherwise dispose of any and all property, real and personal, of every kind and description, for any of the purposes herein enumerated.

1989 NOV 15 P 8:35

93208026 93208027
3191 2511
1990 MAY -2 PM 1:42
NORMA E. SCHAFER
CLERK
0000 0392

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

To borrow money, and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise; and generally to make and perform agreements and contracts of every kind and description.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the purposes hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act incidental to or connected with the aforesaid business or purposes or powers, provided the same be not inconsistent with the laws under which this corporation is organized.

The business or purpose of the corporation is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have power to conduct and carry on the said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights, in Maryland and elsewhere.

The enumeration herein of the objects and purposes of this corporation shall be construed as powers as well as objects and purposes and shall not be deemed to exclude by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of Maryland

3191 2512

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

now or hereinafter in effect or implied by the reasonable construction of said laws.

FIFTH: The post office address of the principal office of the corporation is 117 Bayview Drive, Annapolis, Maryland 21403. The name and address of the initial registered agent of the corporation in this State is TIMOTHY K. LYON, 117 Bayview Drive, Annapolis, Maryland 21403. Said registered agent is a citizen of this State and actually resides herein.

SIXTH: The total number of shares of stock which the corporation shall have the authority to issue is One Thousand (1,000) shares of common stock, all of one class, the par value of each share to be One Cent ($.01) per share. The aggregate par value of all shares of stock is Ten Dollars ($10.00).

SEVENTH: After the completion of the organizational meeting of the director(s) and the issuance of one or more shares of stock of the corporation, the corporation shall have no board of directors. Until such time, the corporation shall have one (1) director, whose name is Timothy K. Lyon.

EIGHTH: The duration of this corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledged the same to be my act on this 10th day of November, 1989.

Michael A. Lubin
MICHAEL A. LUBIN
(Incorporator)

3191 2513

0000 0394

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 392

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

DOCUMENT CODE 02 24 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	28	Organ. & Capitalization
61	28	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	9	1 Certified Copy 3
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Michael A. Lubin

MAIL TO ADDRESS: Michael A. Lubin, P.C.
1501 Farm Credit Dr.
Suite 4500
McLean VA. 22102

TOTAL FEES 19

✓ Check ___ Cash NOTE: copy made

1 Documents on 2 checks - (40.00 + 9.00)

APPROVED BY: J.M.T.

3191 2514

0000 0395

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 393

ARTICLES OF INCORPORATION
OF
TRANSTECH INTERNATIONAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 15, 1989 AT 8:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2906097

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
MICHAEL A. LUBIN
MICHAEL A. LUBIN, P.C.
1501 FARM CREDIT DR.
SUITE 4500
MCLEAN VA 22102

101C3031982

A 312850

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3191 2510

A15-060

0000 0396

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 394

ARTICLES OF INCORPORATION

OF

TRI LEASING CORPORATION
(A Close Corporation)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/20/89 at 1:57 .m.

RECEIVED
NOV 20 PM 1:57
STATE DEPT OF ASSESSMENTS & TAXATION

THIS IS TO CERTIFY:

FIRST: I, DUNCAN MacLEAN, whose post office address is 6A Village Green, Crofton, Maryland 21114, 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:

TRI LEASING CORPORATION

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

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

(a) To engage in the purchasing of accounts, leases, commercial paper and related items and to provide billing, collecting, servicing and such other necessary useful services connected with the collection and/or billing of accounts receivable, leases and all other forms of commercial paper and provide services similar thereto.

(b) To engage in the general business of purchasing, billing and collecting accounts receivable of all types and description, and to carry on and conduct any business incidental thereto.

(c) To otherwise engage in any business, sale or purpose not otherwise prohibited by the laws of the State of Maryland, or any other state, territory, district, colony or

J.F. CLERK

93258031

3191 24011990 NOV -2 PM 1:42

W. CHRISTIAN SCHAFER
CLERK

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

dependency of the United States of America, or any foreign country, or treaties.

(d) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber, dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

(e) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

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

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

(h) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulae, and the like, which

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

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

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

(k) To loan or advance money with or without security, without limits as to amount; and to borrow or raise money

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

for any of the purposes of the Corporation and to issue bonds, debentures, notes, or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(m) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and foreign countries.

(n) 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.

0000 0400

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

FIFTH: The post office address of the principal office of the Corporation in this State is 6A Village Green, Crofton, Maryland 21114. The name and post office address of the Resident Agent of the Corporation in this State is EUGENE F. PISCITELLI, 6A Village Green, Crofton, Maryland 21114. 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 Two Hundred Thousand (200,000) shares of common stock with par value of One ($1.00) Dollar.

SEVENTH: The number of directors shall be four, which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: EUGENE F. PISCITELLI, DUNCAN MacLEAN, GERALD KAPLAN and ELLIS NAIMAN.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section;

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

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

WITNESS:

DUNCAN McLEAN

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, That on this 17th day of November, 1989, before me, the subscriber, a Notary Public in and for the City and State aforesaid, personally appeared DUNCAN McLEAN and he made oath in due form of law that the matters and facts contained herein are true to the best of his information, knowledge and belief.

AS WITNESS my hand and Notarial Seal.

DAVID H. COHEN NOTARY PUBLIC BALTIMORE CO., MD.

3191 2406 NOTARY PUBLIC

My Commission Expires: July 1990

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 400

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

Dwl

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	40	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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 _____

TOTAL FEES 90

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: PCM VH

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Stanley Alpert
334 St. Paul Pl.
Baltimore Md
21202

NOTE:

3191 2407

0000 0403

BOOK 238 PAGE 401

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
TRI LEASING CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 1:57 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40.00	$ 20.00	$

D2905909

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
STANLEY ALPERT
334 ST. PAUL PLACE
BALTIMORE MD 21202

101C3031963

A 312834

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

0000 0404

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
11-20-89 at 11:03 .m.

RECEIVED
89 NOV 20 AM 11 03
STATE DEPT. OF
ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

OF

UNIVERSAL CREDIT SERVICES, INC.,

The undersigned who is a natural person of the age of twenty-one years of age, does hereby form a corporation under the general laws of the State of Maryland.

FIRST

The name of the corporation is: Universal Credit Services, Inc., (herein after referred to as the Corporation).

SECOND

The duration of the Corporation shall be perpetual.

THIRD

The Corporation shall be a close corporation as authorized by Section 100 of the General Corporation Law of Maryland.

FOURTH

The Corporation is organized for the following purposes:

To engage in the business of providing consulting services within the areas of credit repair, financial planning, management, marketing and education and training and any other lawful act or activity for which corporations may be organized under the general Corporation Law of Maryland.

FIFTH

The total number of shares of stock that the Corporation has authority to issue is 1,000 shares with no par value and all of one class.

SIXTH

The post office address of the principal office of the Corporation in Maryland is: 90 Stratford Drive, Severna Park, Maryland 21146. The name and post office address of the resident agent of the Corporation is Mr. Douglas Foster, 4209 19th Avenue, Temple Hills, Maryland 20748. Such resident agent is a citizen of Maryland and actually resides therein.

93258038

3191 2393

1990 MAY -2 PM 1:42
CLERK

0000 0405

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

SEVENTH

After the completion of the organization meeting of the director and issuance of one or more shares of stock of the Corporation, the Corporation shall have one Board of Director, whose name is Denise Hicks Logan of #90 Stratford Drive, Severna Park, Maryland 21146.

In witness whereof, I have signed the Articles of Incorporation on November 2, 1989. And I acknowledge the same to be my act.

Denise H Logan
Denise Hicks Logan

3191 2384

0000 0406

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 404

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

DOCUMENT CODE 02.75 BUSINESS CODE 03 COUNTY 52

_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Denise H. Logan
90 Stratford Dr.
Severna Park, Md 21146

TOTAL FEES 70

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3191 2385

0000 0407

BOOK 238 PAGE 405

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
UNIVERSAL CREDIT SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 11:03 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	$ 20.00	$

D2905867

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
DENISE H. LOGAN
90 STRATFORD DRIVE
SEVERNA PARK MD 21146

101C3031959

A 312830

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3191 2392

AT5-060

0000 040A

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Articles of Incorporation of Coastal Recovery Service, Inc.

As a Close Corporation

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-20-89 at 10:19 a.m.

This is to certify:

FIRST: That, I, the subscriber, CHRISTOPHER SOFIELD, whose post-office address is 130 Polling House Road, Anne Arundel County, Harwood, MD. 20776, does under and by virtue of the General Laws of Maryland generally, and by and under Article 23, Section 100 of the Maryland Code, specifically authorizing the formation of a close corporation, associate myself as incorporator with the intention of forming a close corporation by the execution and filing of these articles.

SECOND: That the name of the close corporation (which is hereafter referred to as the "corporation" is: COASTAL RECOVERY SERVICES, INC.

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

To engage in the collection and recovery of fees due clients, to conduct the aforesaid business and all of its branches; and to do such other things as are incidental, proper or necessary in the operation of said business and in the carrying out of any or all of said purposes.

For the general purposes aforesaid, and limited to those purposes, the Corporation shall have the following powers and purposes:

(a) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind,

(b) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any other manner encumber or dispose of real property wheresoever situated,

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

1989 NOV 20 P 10:19

1990 JAN -2 PM 1:42
3191 2328
CLERK
0000 0409

CLERK'S NOTATION
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(d) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses contracts, good will, franchises and assets of every kind, of any corporation, partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part of any of the aforesaid businesses undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, businesses, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland pertaining to close corporations, of stocks, bonds, or other securities of the corporation or otherwise,

(e) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trade names, trademarks, rights, processes, formulae, and the like, which might be used for any of the general purposes of the corporation, and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same,

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

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

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

3191 2329

0000 0410

CLERK'S NOTATION
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FOURTH: The post office address of the principal office of the Corporation is 130 Polling House Road, Harwood, Anne Arundel County, Maryland 20776.

FIFTH: The resident agent of the Corporation is Christopher Sofield, whose post office address is 130 Polling House Rd, Harwood, Anne Arundel County, Maryland 20776.

SIXTH: The number of shares authorized is one hundred (100) shares of no part stock and are designated as common stock, all of which shall have voting power. None of the said shares may be issued or sold by the Corporation except upon an affirmative vote of the holders of all outstanding shares.

SEVENTH: The Corporation shall have no Board of Directors as of the effective date of these articles. The business affairs of the Corporation shall therefore be managed by direct action of the stockholders, and any and all powers given to directors by the General Laws of Maryland, or otherwise by law so given, may be exercised by the stockholders of this Corporation.
Director: Christopher Sofield

EIGHTH: The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing its stock classification or otherwise, when such change is authorized by the holders of all outstanding stock, in writing, with or without a meeting.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 2ND day of NOVEMBER, 1989.

WITNESS:
Cindy Milcap as to Christopher R Sofield
Christopher Sofield (Incorporator)

STATE OF MARYLAND
COUNTY OF ANNE ARUNDEL

This is to certify that on this 3rd day of November, 1989, before me, a Notary Public in and for the State and County hereinabove set forth, personally appeared CHRISTOPHER SOFIELD, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

Phyllis S Dryden
Notary Public

My Commission Expires: July 1, 1990
Page 3 of 3, Articles of Incorporation, COASTAL RECOVERY SERVICES, Inc.

BOOK 238 PAGE 409

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Christopher Sofield
130 Polling House Rd
Harwood, Md
20776

✓ Check ___ Cash NOTE:

2 Documents on 1 checks

APPROVED BY: JBo VH

3191 2331

0000 0412

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 410

ARTICLES OF INCORPORATION
OF
COASTAL RECOVERY SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 10:19 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2905768

TO THE CLERK OF THE COURT OF ANNE ARUNDEL COUNTY

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

RETURN TO:
CHRISTOPHER SOFIELD
130 POLLING HOUSE ROAD
HARWOOD MD 20776

101C3031949

A 312820

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

AT5-060

0000 0413

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-20-89 at 10:19a.m.

Articles of Incorporation of Trouble Shooters, Inc.

As a Close Corporation

This is to certify:

FIRST: That, I, the subscriber, Raymond L. Sofield, Jr., whose post office address is 130 Polling House Road , Anne Arundel County, Harwood, MD. 20776 does under and by virtue of the General Laws of Maryland generally, and by and under Article 23, Section 100 of the Maryland Code, specifically authorizing the formation of a close corporation, associate myself as incorporator with the intention of forming a close corporation, by the execution and filing of these articles.

SECOND: That the name of the close corporation (which is hereafter referred to as the "corporation" is: Trouble Shooters, Inc.

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

To engage in the collection and recovery of fees due clients, to conduct the aforesaid business and all of its branches; and to do such other things as are incidental, proper or necessary in the operation of said businesses and in the carrying out of any or all of said purposes.

For the general purpose aforesaid, and limited to those purposes, the Corporation shall have the following powers and purposes:

(a) To manufacture, purchase, or otherwise acquire, hold, mortgage, pledge, or in any manner encumber of dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind,

(b) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any other manner encumber or dispose of real property wheresoever situated,

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

1989 NOV 20 P 10:10
1989 NOV -2 PM 12:42
CLERK

53248235

[redacted]

0000 0414

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(d) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses contracts, good will, franchises and assets of every kind, of any corporation, partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part of any of the aforesaid businesses undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, businesses, contracts, good will, franchise or assets by the issue, in accordance with the laws of Maryland pertaining to close corporations, of stocks, bonds, or other securities of the corporation or otherwise,

(e) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trade names, trademarks, rights, processes, formulae, and the like, which might be used for any of the general purposes of the corporation, and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same,

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

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

The foregoing enumeration of the purposes, objects, and business of the corporation is made furthermore, and not in limitation, of the powers conferred upon the corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

to limit or restrict any of the powers of the corporation. The corporation is formed upon the articles, conditions, and provisions herein expressed and subject in all particulars to the limitations relative to close corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation is 130 Polling House Road Harwood, Anne Arundel County, Maryland 20776.

FIFTH: The resident agent of the Corporation is Raymond L. Sofield, Jr., whose post office address is 130 Polling House Road, Harwood, Anne Arundel County, Maryland 20776.

SIXTH: The number of shares authorized is one hundred (100) shares of no part stock and are designated as common stock, all of which shall have voting power. None of the said shares may be issued or sold by the Corporation except upon an affirmative vote of the holders of all outstanding shares.

SEVENTH: The Corporation shall have no Board of Directors as of the effective date of these articles. The business affairs of the Corporation shall therefore be managed by direct action of the Laws of Maryland, or otherwise by law so given, may be exercised by the Director: Raymond L. Sofield, Jr.

EIGHTH: The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing its stock classification or otherwise, when such change is authorized by the holders of all outstanding stock, in writing, with or without a meeting.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 2ND day of NOVEMBER, 1989.

WITNESS:
Cindy Mussap as to Raymond L. Sofield, Jr. (Incorporator)

7191 232d
0000 0416

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 414

STATE OF MARYLAND
COUNTY OF ANNE ARUNDEL

This is to certify that on this 3rd day of December 1989, before me, a Notary Public in and for the State and County hereinabove set forth, personally appeared and acknowledged the foregoing Articles of Incorporation to be his act and deed.

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

Phyllis S. Taylor
Notary Public

My commission expires: July 1, 1990

3191 222

0000 0417

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

FOL. 238 PAGE 415

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 0 27 BUSINESS CODE 0 3 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Raymond Sofield
130 Polling House Rd
Harwood Md
20776

TOTAL FEES 40

✓ Check _____ Cash

NOTE:

2 Documents on 1 checks

APPROVED BY: JWH

3191 2326

0000-0418

BOOK 238 PAGE 416

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
TROUBLE SHOOTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 10:19 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2905750

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
RAYMOND L. SOFIELD, JR.
130 POLLING HOUSE ROAD
HARWOOD MD 20776

101C3031948

A 312819

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3181 2221

AT6-0:0

0000 0419

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 417

ARTICLES OF INCORPORATION

OF

DALES HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Maryland, Corporations and Associations article, Section 5-201, et seq., the undersigned, all of whom are of full legal age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:.

ARTICLE I

The name of the Corporation, DALES HOMEOWNERS ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 108 Litton Dale Lane, Pasadena, Maryland 21122.

ARTICLE III

ROY SKILES, whose address is 108 Litton Dale Lane, Pasadena, Maryland 21122, is hereby appointed the initial resident agent of this Association; said resident agent is a citizen of the State of Maryland and actually resides therein.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

11/17/89 at 2:01 PM

[redacted]

3191 2299 53218087

1989 NOV -2 PM 1:42

CLERK

0000 0420

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed to provide for maintenance, preservation and architectural control of the residence lots and to promote the health, safety and welfare of the residents as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Land Records for Anne Arundel County, Maryland, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the

0000 0421

CLERK'S NOTATION
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business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall be with the assent of two-thirds (2/3) of each class of members;

0000 0422

CLERK'S NOTATION
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(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. The Association shall not be authorized to issue stock.

ARTICLE VI

VOTING RIGHTS

The Association shall have two (2) classes of voting memberships:

Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each lot owned. When more than one (1) person holds an interest in any lot, all such persons shall be members. The

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

vote for such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. The Class B Members shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or

(b) five (5) years from the date or recordation of the Declaration.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) directors, who need not be members of the Association. The number of directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are: ROY SKILES, 108 Litton Dale Lane, Pasadena, Maryland 21122, CHARLES McCUE, 116 Dales Way Drive, Pasadena, Maryland 21122 and CHARLOTTE RUCKELSHAUS, 111 Litton Dale Lane, Pasadena, Maryland 21122.

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

At the first annual meeting the members shall elect three (3) directors for a term of one (1) year and at each annual meeting thereafter the members shall elect three (3) directors for a like term.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX

DURATION

The Corporation shall exist perpetually.

ARTICLE X

AMENDMENTS

Amendment of these Articles shall require the assent of Seventy-Five Percent (75%) of the entire membership.

3694 2304

0000 0425

CLERK'S NOTATION
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ARTICLE XI

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Maryland, the undersigned, constituting the sole incorporators of this Association, have executed these Articles of Incorporation this 6th day of November, 1989, and acknowledge this instrument to be their act.

Witness:

Nina Skiles

Roy C. Skiles
ROY SKILES, President

Kathryn E. McCue

Charles McCue
CHARLES McCUE, Treasurer

Paul K. Ruckelshaus

Charlotte Ruckelshaus
CHARLOTTE RUCKELSHAUS, Secretary

3191-2305

BOOK 238 PAGE 424

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 023 BUSINESS CODE 04 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
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 Corp. 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

TOTAL FEES _____

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Gallagan
7477 B+A Blvd #203
Glen Burnie, Md 21061

50 Check ___ Cash

NOTE: Copy made

___ Documents on ___ checks

APPROVED BY: AVH

3191 2306

0000 0427

BOOK 238 PAGE 425

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
DALES HOMEOWNERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 17, 1989 AT 2:01 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2905719

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
MICHAEL F. GILLIGAN
7477 BALTIMORE-ANNAPOLIS BLVD.
SUITE 203
GLEN BURNIE MD 21061

101C3031944

A 312815

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2191 2299

AT5-060

0000 0428

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 426

November 10, 1989

Falcon Travel, Inc.
7720 Ritchie Highway
Glen Burnie, Maryland 21061

Re: Resignation of J.H. Seaborn as Resident Agent

Ladies and Gentlemen:

Please accept my resignation as your resident agent due to the pending sale of 100% of the issued and outstanding stock of the Corporation to Oral Michael Pierce. This resignation is to be effective ten days after it is filed with the State Department of Assessments and Taxation.

Very truly yours,

J.H. Seaborn

JHS:JNS:ldt

1989 NOV 17 P 4:24

B03474JS.LTR

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
11-17-89 at 9:24 a.m.

1990 NOV -2 PM 1:42
CLERK

93218294
3191 2193

0000 0429

STATE OF MARYLAND

BOOK 238 PAGE 427

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52

D2374486 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Surviving (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	____	Expedited Fee
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 Reg.
51	____	Foreign Name Registration
13	____	____ Certified Copy ____
56	____	Penalty
54	____	For. Supplemental Cert.
53	____	Foreign Resolution
73	____	Certificate of Conveyance
70	____	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 Corp. Registration
87	____	____ Limited Part. Good Standing
71	____	Financial
000	____	____ 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 _____

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Hartman and Crain
2660 Riva Road 4th Fl
Annapolis Md 21401

TOTAL FEES $10.00

1 Check ____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RW cm

2191 2194

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

0000 0430

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

0000 0431

BOOK 238 PAGE 428

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

RESIGNATION OF RESIDENT AGENT
OF
FALCON TRAVEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 17, 1989 AT 9:24 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	$

D2374486

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
HARTMAN AND CRAIN
2660 RIVA ROAD
4TH FLOOR
ANNAPOLIS MD 21401

100C3031932

A 312712

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3191 2192

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/13/82 at 11:00 .m.

VISIONS PERRINE LIMITED

ARTICLES OF REVIVAL
a Close Corporation

VISIONS PERRINE, LIMITED, a Maryland corporation, having its principal office a 714 Laurel Lane, Severna Park, Maryland, Anne Arundel County, 21146, (hereinafter referred to as "the Corporation), hereby certifies to the State Department of Assessment and Taxation of Maryland (hereinafter referred to as "the Department") that:

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

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was " VISIONS PERRINE LIMITED".

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be "VISIONS PERRINE LIMITED" which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation is the State of Maryland is 714 Laurel Lane, Severna Park, Maryland 21146, and said princpal office is located in Anne Arundel County, Maryland, the same county in whch the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Charles F. Obrecht, Jr., 714 Laurel Lane, Severna Park, Anne Arundel County, Maryland 21146. Said resident agent is a citizen actually residing in this State.

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

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

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

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and

1982 NOV -2 PM 1:42
CLERK

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

of its behalf by its last acting President and its corporate seal to be hereunder affixed and attested by its last acting Secretary on this 13th day of November, 1989.

ATTEST:

Charles F. Obrecht, Jr.
Last Acting Secretary

VISIONS PERRINE LIMITED

By _____ (SEAL)
Charles F. Obrecht, Jr.
Last Acting President

THE UNDERSIGNED, the last acting President and Secretary of VISIONS PERRINE LIMITED, who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby achnowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

Dated: November 13, 1989

Charles F. Obrecht, Jr.
Last Acting President

Charles F. Obrecht, Jr.
Last Acting Secretary

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 431

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Charles F. Obrecht Jr. (insert name and title) of Visions Perrine Limited (insert name of corporation)

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

Charles F. Obrecht Jr.
(print name beneath signature)
Charles F. Obrecht Jr.

I hereby certify that on November 13, 1989 (insert date) before me, the subscriber, a notary public of the State of Maryland, in and for Baltimore City (insert name of county for which notary is appointed) personally appeared Charles F. Obrecht Jr. (insert name of person swearing) and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

(Signature of notary public)

My Commission expires 7/1/90.

3191 2085

0000 0435

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 432

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

DOCUMENT CODE 18 2yr BUSINESS CODE _____ COUNTY 52

D1825165 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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	20	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	30	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 Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600	27	Property Reports and late filing penalties — Personal 1986
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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Charles Obrecht Jr.
714 Laurel Dr
Severna Park Md
21146

TOTAL FEES 77

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Pam cm

3191 2096

0000 0436

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 433

THE ARTICLES OF REVIVAL
OF
VISIONS PERRINE, LIMITED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 13, 1989 AT 11:00 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	$ 30.00

01825165

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
CHARLES OBRECHT, JR.
714 LAUREL LANE
SEVERNA PARK MD 21146

100C3031923

A 312703

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

0000 0437

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 434

RANDALL REALTY, INCORPORATED
(A Close Corporation)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF AMENDMENT
AND RESTATEMENT

APPROVED FOR RECORD
11-13-89 at 3:34p.m.

Randall Realty, Incorporated, a Maryland close corporation having its principal office in Glen Burnie, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Corporation desires to amend its Articles of Incorporation and to restate said Articles of Incorporation, as amended. The provisions set forth in these Articles of Amendment and Restatement are all of the provisions of the Articles of Incorporation of the Corporation currently in effect. The Articles of Incorporation of the Corporation are hereby amended and restated by deleting Articles FIRST through EIGHTH therefrom and by substituting in lieu thereof new Articles FIRST through NINTH, as follows:

FIRST: I, Randall T. Sollenberger, whose post office address is 720 Bay Street, Baltimore, Maryland 21211, 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 (the "Corporation") is

Randall Realty, Incorporated

1990 MAY -2 PM 1:42
CLERK

RECEIVED
'89 NOV 13 PM 3 34
STATE DEPT. OF ASSESSMENTS & TAXATION

93188005

3191 2056

0000 0438

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

(a) To buy, sell, lease, and otherwise deal with real estate, both commercial and residential.

(b) To act as a consultant in real estate, zoning, building rehabilitation, real estate ventures, partnerships and all other matters relating to real property.

(c) To prepare and develop presentations, writings and lectures involving real property, zoning and all other matters relating to real estate.

(d) To print and publish information concerning real estate and to train and educate eligible persons and to employ same in the buying and selling of real estate.

(e) To engage in all aspects of the real estate business, including but not limited to new construction and marketing of same.

(f) To buy or otherwise acquire all real and/or personal property or any other enterprise which would enhance the Corporation's business.

(g) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, both in the United States and in any part of the world.

(h) To carry on the business described above and any other related or unrelated business and activity in the State of Maryland, in any state, territory, district, or dependency of the United States, or in any foreign country.

3191 2057

0000 0439

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 7389 G Baltimore-Annapolis Boulevard, Glen Burnie, Maryland 21061. The name and post office address of the resident agent of the Corporation in this State are Randall T. Sollenberger, 7389 G Baltimore-Annapolis Boulevard, Glen Burnie, Maryland 21061. This resident agent is an individual actually residing in this State.

FIFTH: The total authorized capital stock of the Corporation is 5,000 shares, without par value.

SIXTH: The Corporation elects to have no Board of Directors, effective upon completion of the organizational meeting of the directors and the issuance of at least one share of stock of the Corporation, as authorized by Section 4-302 of the Corporations and Associations Article of the Annotated Code of Maryland. Until the election to have no Board of Directors becomes effective there shall be one (1) director whose name is: Randall T. Sollenberger.

SEVENTH: No Stockholder of the Corporation shall have any preferential or pre-emptive right to acquire additional shares of stock of the Corporation except to the extent that, and on such terms as, the Stockholders from time to time may determine.

EIGHTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of either its stockholders or disinterested directors, any one or more of the following classes of individuals: (1) present or former

3191 3050

0000 0440

CLERK'S NOTATION
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directors of the Corporation, (2) present or former officers of the Corporation, (3) present or former agents and/or employees of the Corporation, (4) present or former administrators, trustees or other fiduciaries under any pension, profitsharing, deferred compensation, or other employee benefit plan maintained by the Corporation, and (5) persons serving or who have served at the request of the Corporation in any of these capacities for any other corporation, partnership, joint venture, trust, or other enterprises. However, the Corporation shall not have the power to indemnify any person to the extent such indemnification would be contrary to Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, or any statute, rule, or regulation of similar import.

NINTH: The Corporation shall be a Close Corporation as authorized by Section 4-201 of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: No Board of Director consent is required to approve the foregoing Articles of Amendment and Restatement pursuant to Section 4-302 of the Corporations and Associations Article of the Annotated Code of Maryland.

THIRD: By consent of the Sole Stockholder of the Corporation, the foregoing Articles of Amendment and Restatement were declared to be advisable and were approved.

FOURTH: The total number of shares of stock of all classes which the Corporation had authority to issue prior to the filing of these Articles of Amendment and

3191 2059

0008 0441

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Restatement, were thirty (30) shares, without par value, all of one class.

FIFTH: Subsequent to the filing of these Articles of Amendment and Restatement, the total number of shares of all classes of stock of the Corporation as increased, are Five Thousand (5,000) Shares, without par value, all of one class.

SIXTH: The manner and basis of implementing the recapitalization effected by these Articles of Amendment and Restatement shall be as follows:

Upon acceptance of these Articles of Amendment by the State Department of Assessments and Taxation of Maryland, each certificate representing outstanding shares of old Common Stock of the Corporation shall forthwith be surrendered. The certificates so surrendered shall be cancelled. Upon the receipt of the certificates so surrendered, the Corporation shall issue certificates representing shares of its new Common Stock to the former holders of old Common Stock, at the rate of 3 1/3 shares of new Common Stock for each share of Common Stock so surrendered.

IN WITNESS WHEREOF, Randall Realty, Incorporated has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed by its Secretary, this 6th day of November, 1989, and its President, under penalties of

3191 2060

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

perjury, acknowledges that these Articles of Amendment and Restatement are the corporate act of said Corporation and that the matters and facts set forth herein are true in all material respects.

ATTEST:

Randall T. Sollenberger,
Secretary

RANDALL REALTY, INCORPORATED

By _____ (SEAL)
Randall T. Sollenberger,
President

2979N

3191 2061

0000 0443

BOOK 238 PAGE 440

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

SR

DOCUMENT CODE 13 BUSINESS CODE 03 COUNTY 02

N2559961 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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	12	___ Certified Copy 6p
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 024

ATTENTION: Cheryl Englar

MAIL TO ADDRESS: _____

TOTAL FEES 52

✓ Check ___ Cash NOTE:

___ Documents on ___ checks

APPROVED BY: AS CM

3191 2062

0000 0444

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
RANDALL REALTY, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 13, 1989 AT 3:34 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2559961

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
FRANK, BERNSTEIN, CONAWAY
& GOLDMAN
300 E LOMBARD STREET
BALTIMORE MD 21202

100C3031918

A 312698

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-16-89 at 1:28 .m.

BOOK 238 PAGE 442

THE BROOKS BROS. LUMBER CO.

ARTICLES OF VOLUNTARY DISSOLUTION

The Brooks Bros. Lumber Co., a Maryland corporation, having its principal office in Anne Arundel County, Maryland (hereinafter called 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 2576 Solomons Island Road, Annapolis, Maryland 21401.

THIRD: The name and post office address of the Resident Agent of the Corporation in the State of Maryland, who shall serve for one (1) year after the dissolution and until the affairs are wound up are Lionel Brooks, 115 Tarragon Lane, Edgewater, Maryland 21037. Said Resident Agent is an individual actually residing in this State.

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

NAME	ADDRESS
Lionel Brooks	115 Tarragon Lane Edgewater, Maryland 21037
Bertram L. Potemken	425 St. Paul Street Baltimore, Maryland 21202

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

RECEIVED
1989 NOV 15 PM 1 53
DEPT. OF ASSESSMENTS & TAXATION

93218059 93218060 93218061
1990 MAY -2 PM 1:43
2191 2042
J.C. CLERK
H. CALE SCHAFER
CLERK

0000 0448

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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 BROOKS BROS. LUMBER COMPANY

have been paid.

WITNESS my hand and official seal this

13TH day of SEPTEMBER A.D. 19 89

Marlene J. Redd
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

3191 2046

PS-409

0000 0447

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 446

OFFICE OF FINANCE
BILLINGS AND CUSTOMER SERVICE DIVISION
ROOM 103, ARUNDEL CENTER

Anne Arundel County
MS-1103; BOX 1831
ANNAPOLIS, MARYLAND 21404

TELEPHONE: (301) 224-1144
FROM BALTIMORE: 841-6750
FROM WASHINGTON: 281-8250

TAX BILLING: EXT. 1144
WATER & SEWER BILLING: EXT. 1130
SALES TAX DIVISION: EXT. 1144

THE BROOKS BROS. LUMBER CO.
2536 SOLOMON ISLAND RD.
ANNAPOLIS,MD 21401

DATE FEB. 2,1989
ACCT# 9-106-D0067603

TO WHOM IT MAY CONCERN

This is to certify that all Corporation/Personal Property taxes in the name of THE BROOKS BROS. LUMBER CO. are paid thru 1988/89. Our records indicate that this is the last year certified to us by the Maryland State Department of Assessment and Taxation.

Anne Arundel County, Maryland

Mrs. Cissner for
AUGUST H. KRUELLE, Revenue Admi

3181 2047

0000 0448

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 447

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

DOCUMENT CODE 19 8V BUSINESS CODE 03 COUNTY 52

#D0067603 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	11	1 Certified Copy 5
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	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 Corp. 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

TOTAL FEES 91

Name Change (New Name) _____

___ Change of Name
✓ Change of Principal Office
___ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 032

ATTENTION: Jacqueline A. Reed

MAIL TO ADDRESS: _____

✓ Check ___ Cash NOTE: 1989 - filed 1989 - NA

1 Documents on 3 checks (59.00 + 2.00 + 30.00)

APPROVED BY: J.M.T. CM

7191 2048

0000 0449

BOOK 238 PAGE 448

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

THE ARTICLES OF DISSOLUTION
OF
THE BROOKS BROS. LUMBER CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 16, 1989 AT 1:28 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D0067603

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
GORDON, FEINBLATT, ROTHMAN
HOFFBERGER & HOLLANDER
1200 GARRETT BLDG.
233 E. REDWOOD STREET
BALTIMORE MD 21202

100C3031915

A 312695

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3191 2042

AT5-060

0000 0460

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

acknowledged in the name and on behalf of such Corporation by its President and its corporate seal to be affixed and attested by its Assistant Secretary this 14th day of November, 1989, and each such signatory hereto does hereby acknowledge the same to be the act of the Corporation and that to the best of his or her knowledge, information and belief, all matters and facts stated herein are true and correct in all material respects, said statement being made under penalties for perjury.

ATTEST:

The Brooks Bros. Lumber Co.

Brenda Hayman
Brenda Hayman, Assistant Secretary

By: Lionel Brooks (SEAL)
Lionel Brooks, President

C15599.211 S:4

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 449

WOOLFORD'S GARAGE, INC.

ARTICLES OF INCORPORATION

DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-20-89 at 10:20a.m.

FIRST: I, Bruce Michael Woolford, whose post office address is 2712 Riva Road, Annapolis, MD 21401, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Woolford's Garage, Inc.

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

(1) To operate a garage specializing in custom fabrication of automobiles

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

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

FOURTH: The post office address of the principal office of the Corporation in this state is 2712 Riva Road, Annapolis, MD 21401. The name and post office address of the Resident Agent of the Corporation in this State are Bruce Michael Woolford, 2712 Riva Road, Annapolis, MD 21401. Said resident agent is an individual actually residing in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 3,000 shares of common stock, without par value.

SIXTH: The number of directors shall be that number which is permitted pursuant to Section 2-402 of the Corporations and Associations Volume of the Annotated Code of Maryland which reads as follows:

1989 NOV 20 P 10:20

93348237 1989 NOV 20 PM 1:43

J. F. CLERK

H. EARL SCHAFER
CLERK

0000 0452

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(a) Minimum number - Each corporation shall have at least three directors at all times provided that:

(i) If there is no stock outstanding, the number of directors may be less than one; and

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

The name of the director who shall act until the first annual meeting or until a successor is fully chosen and qualified is: Bruce Michael Woolford.

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

or otherwise in any manner to exclude or limit any powers conveyed 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 of the Corporation, no holder of any shares of the stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH: The Corporation shall provide any indemnification required or permitted by the Laws of Maryland and shall indemnify directors, officers, agents, and employees in accordance with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

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

Witness

BRUCE MICHAEL WOOLFORD

BOOK 238 PAGE 452

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DWS

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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 _____

TOTAL FEES 70

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: ns for

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: James Mc Guire
P O Box 232
Edgewater Md
21037

NOTE:

3191 1992

0000 0455

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 453

ARTICLES OF INCORPORATION
OF
WOOLFORD'S GARAGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2905578

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 MCGUIRE
P.O. BOX 232
EDGEWATER MD 21037

100C3031903

A 312690

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2191 1989

AT5-060

0000 0454

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/17/89 at 12:42 .m.

THIS IS TO CERTIFY:

FIRST: I, Scott E. Muntean, whose post office address is 100 Askewton Road, Severna Park, Maryland 21146, being at least eighteen (18) 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 hereinafter referred to as "Corporation"), is Round Bay Engineering, Inc.

THIRD: The Corporation shall be a close corporation as authorized Title 4.

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

1. To act as a manufacturers' representatives and as sales agents.
2. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.
3. To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

RECEIVED
'89 NOV 17 PM 12 42
STATE DEPT. OF ASSESSMENTS & TAXATION

93248032
3191 1764
1990 MAY -2 PM 1:43
CLERK

0000 0457

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business in any manner to limit or restrict the generality of any other purpose, object or business, or to limit or restrict any of the powers of the Corporation.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 100 Askewton Road, Severna Park, Maryland 21146. The name and address of the registered agent of the Corporation is Scott Muntean, 100 Askewton Road, Severna Park, Maryland 21146.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares of Common Stock at no par value.

SEVENTH: The number of directors of the Corporation shall be two (2), which may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one and the names of the directors who shall act until the first annual

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CLERK'S NOTATION
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meeting or until their successors are duly chosen and qualified are:

Scott E. Muntean
100 Askewton Road
Severna Park, MD 21146

William P. Parker III
214 Claude Street
Annapolis, MD 21401

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

NINTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating 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 shares of its stock of any class or classes whether now or hereafter authorized.
2. The Board of Directors of the Corporation may classify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and prices of redemption of, and the conver-

3191 1766
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CLERK'S NOTATION
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sion rights of such shares.

3. With respect to:

(a) the amendment of the Charter of the Corporation

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation

(c) the merger of the Corporation into another Corporation or the merger of one or more other Corporations into the Corporation

(d) the issuance of shares of stock of any class now or hereafter authorized

(e) the sale, lease, exchange or other transfer of all, or substantially all of the property and assets of the Corporation, including its goodwill and franchises

(f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or advice of such

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CLERK'S NOTATION
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action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article NINTH 3.

TENTH: As used in this Article TENTH, any word or words that are defined in Section 2-418 of the Corporation 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 of 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 of any claim, issue or matter raised in such proceeding the Corporation shall not indemnify such Corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by

3191 1768

0000 0461

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

ELEVENTH: The duration of the Corporation shall be perpetual.

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

WITNESS:

William Parker

Scott E. Muntean

Subscribed and sworn to before me, in my presence, this 17TH day of November, 1989, a Notary Public in and for the State of Maryland.

Notary Public

My commission expires June 1, 1990

3191 1765

0000 0462

BOOK 238 PAGE 460

CLERK'S NOTATION
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STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 PCM BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Scott Muntear
100 Askewton Rd
Severna Park Md
21146

TOTAL FEES 70

___ Check ✓ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCM

3191 1770

0000 0463

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 461

ARTICLES OF INCORPORATION
OF
ROUND BAY ENGINEERING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 17, 1989 AT 12:42 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2905305

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
SCOTT MUNTEAR
100 ASKEWTON RD.
SEVERNA MD 21146

100C3031876

A 312665

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 462

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OUR SOON COMING KING MINISTRY APPROVED FOR RECORD

11/17/89 at 12:51 p.m.

NO

ARTICLES OF INCORPORATION

Under title 5, Subtitle 3, Religious Corporations, of the "CORPORATIONS AND ASSOCIATIONS ARTICLE" of the ANNOTATED CODE OF MARYLAND.

FIRST: We, the undersigned, REV. CRYSTAL M. NAYLOR and LOUIS E. NAYLOR, Sr., both of 937 Waterview Drive, Crownsville, MD 21032; BRENDA D. AYERS, 6806 Brompton Road, Woodlawn, MD 21207; and, BARBARA BROWN, 1470 Waterbury Road, Crownsville, MD 21032, all being at least eighteen (18) years of age, do hereby associate ourselves as incorporating trustees with the intention of forming a not-for-profit religious corporation under the Special Provisions of the General Laws of the State of Maryland.

SECOND: The name of the religious corporation ("Corporation" hereinafter) is: OUR SOON COMING KING MINISTRY, INC.

THIRD: The plan of the corporation is as follows:

A. This shall be a Christian ministry that benefits the "whole man" - spirit, soul and body. The aim of the ministry is to develop and otherwise promote individual spiritual maturity by uncompromisingly and fundamentally teaching and preaching the Gospel of the Lord Jesus Christ using any or all available means of communication.

RECEIVED
'89 NOV 17 PM 12 51
STATE DEPT. OF
ASSESSMENTS & TAXATION

93248029

3191 1760

1990 MAY -2 PM 1:43

J.F. CLERK

M. LEE SHAFER
CLERK

0000 0465

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

B. The Trustees of the ministry shall be elected by the Board of Directors to serve a term of a minimum of (1) year, unless such person desires to resign from office. The resignation must be received in writting with 30 days notice. This ministry shall be a perpetual ministry

C. Only those trustees who are 18yrs or older shall be permitted to vote.

FOURTH: The post office address of the principal place of ministry is: 937 Waterview Drive, Crownsville, Md. 21032.

FIFTH: The name and State of Maryland addressof the resident agent is: Rev. Crystal M. Naylor
937 Waterview Drive
Crownsville, Md. 21032

IN WITNESS WHEREOF, we the Trustees have signed these Articles of Incorporation on this 17th.day of November 1989, and severally acknowledge the same to be our act

Barbara A. Brown
WITNESS

Rev. Crystal M. Naylor
REV. CRYSTAL M. NAYLOR

Rev. Crystal M. Naylor
WITNESS

Louis E. Naylor
LOUIS E. NAYLOR

Rev. Crystal M. Naylor
WITNESS

Brenda D. Ayers
BRENDA D. AYERS

Rev. Crystal M. Naylor
WITNESS

Barbara Brown
BARBARA BROWN

3191 1761

0000 0466

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 464

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

DOCUMENT CODE 02 Ny BUSINESS CODE 16 COUNTY 52

#_____ ___ P.A. ✓ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Rev. Crystal Naylor
937 Waterview Dr.
Crownsville Md
21032

TOTAL FEES 70

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: Pam A.J.

3191 1762

0000 0467

BOOK 238 PAGE 465

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
OUR SOON COMING KING MINISTRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 17, 1989 AT 12:51 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2905297

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
REV. CRYSTAL NAYLOR
937 WATERVIEW DR.
CROWNSVILLE MD 21032

100C3031875

A 312664

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
3191 1759 AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

0000 046A

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
11-17-89 at 11:35 .m.

ARTICLES OF INCORPORATION

OF

MARYLAND WATERMEN'S COOPERATIVE, INC.

We, the undersigned, being at least eighteen (18) years of age, at least two of whom are residents of the State of Maryland and all of whom are engaged in the catching, taking, processing, marketing or distributing of seafood products, do hereby voluntarily associate ourselves together for the purpose of forming a cooperative association, under the provisions of Title 5, Subtitle 5 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
1989 NOV 17 AM 11 35

ARTICLE I - NAME

The name of the cooperative (which is hereinafter referred to as the "Cooperative") shall be:

Maryland Watermen's Cooperative, Inc.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS; RESIDENT AGENT

The post office address of the principal office of the Cooperative in this State is 723 Second Street, Annapolis, Maryland 21403. The name and post office address of the resident agent of the Cooperative in this State is K. Houston Matney, 121 Cathedral Street, Annapolis, Maryland 21401.

1989 NOV -7 AM 10 43
ALBERT SHUMATE
CLERK

ARTICLE III - PURPOSES

The Cooperative is formed for the following purposes: to market for its members and other producers any and all seafood products or any products derived therefrom; to engage in any activity in connection with the picking, shucking, harvesting, receiving, assembling, handling, grading, cleaning, shelling, standardizing, packing, preserving, drying, processing, transporting, storing, financing, advertising, selling, marketing, or distribution of any such seafood products or any products derived from salt or fresh waters; to purchase for its members and others, seafood industry supplies and equipment; to manufacture, process, sell, store, handle, ship, distribute, furnish, supply, and procure any and all such seafood industry supplies and equipment; and to exercise all such powers in any capacity and on any Cooperative basis that may be agreed upon.

93248021 2191 1743

CLERK'S NOTATION
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ARTICLE IV - POWERS

This Cooperative shall have the following powers:

(a) To borrow money without limitation as to amount of corporate indebtedness or liability; to give a lien on any of its property as security therefor in any manner permitted by law; and to make advance payments and advances to members and other producers.

(b) To act as the agent or representative of any member or members in any of the activities mentioned in Article III hereof.

(c) To buy, lease, hold, and exercise all privileges of ownership over the real or personal property of the Cooperative as may be necessary or convenient for the conduct and operation of the business of the Cooperative, or incidental thereto.

(d) To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this Cooperative is formed and to give a lien on any of its property as security therefor.

(e) To acquire, own, and develop any interest in patents, trademarks, and copyrights connected with or incidental to the business of the Cooperative.

(f) To cooperate with other similar cooperatives in creating central, regional, or national agencies, for any of the purposes for which this Cooperative is formed, and to become a member or stockholder of such agencies as now are or hereinafter may be in existence.

(g) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations and cooperative marketing associations by the laws of this State and all powers and rights incidental or conducive to carrying out the purpose for which this Cooperative is formed, except such as are inconsistent with the express provisions of Title 5, Subtitle 5 of the Corporations and Association Article of the Annotated Code of Maryland under which this Cooperative is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this Cooperative, all of which are hereby expressly claimed.

(h) This Cooperative may conduct business with nonmembers on either a patronage or nonpatronage basis. Notwithstanding any

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CLERK'S NOTATION
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provision herein to the contrary, this Cooperative shall not market the products of non-members in an amount the value of which exceeds the value of the products marketed for members; it shall not purchase supplies and equipment for non-members in an amount the value of which exceeds the value of the supplies and equipment purchased for members; it shall not purchase supplies and equipment for persons who are neither members nor harvesters of seafood products in an amount the value of which exceeds fifteen percent (15%) of all its purchases. Business done for the United States or any of its agencies shall be disregarded in determining the limitations imposed by this section.

ARTICLE V - NO CAPITAL STOCK

The Cooperative is organized without capital stock. The property rights of the members of the Cooperative shall be equal and shall be subject to the qualifications, rights, restrictions and obligations as set forth herein and in the by-laws of the Cooperative.

ARTICLE VI - RESTRICTIONS ON TRANSFER OF MEMBERSHIPS

Except as expressly provided below, the membership interests of the Cooperative may not be transferred, sold, assigned, donated, bequeathed, devised, hypothecated, pledged, encumbered or otherwise transferred, with or without consideration, and any attempt thereof shall be void. All membership interests are subject to termination upon the events specified in the By-Laws of the Cooperative. Upon any such termination, all the rights with respect to the Cooperative and its properties of the terminated member shall terminate, including the right to vote, except the right to receive payment of his pro rata share of the net operating margin of the Cooperative based on the percentage of the terminated member's patronage of the Cooperative up to the date of termination.

Notwithstanding the foregoing, upon the termination of a member due to death, disability, disqualification or removal, or any other reason, the Cooperative shall redeem the membership interests at a price to be determined by the Board of Directors of the Cooperative, provided, however, that such redemption price shall not exceed the member's original purchase price paid for the membership interests.

3191 1745

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLE VII - DIRECTORS

The number of directors of the Cooperative shall be five (5) until otherwise altered pursuant to the By-Laws of the Cooperative. The five (5) incorporators whose name and addresses appear below, shall act as the initial directors of the Cooperative until the successors are duly appointed at the organizational meeting of the Cooperative and at each annual meeting of the Cooperative thereafter. Any vacancy which results in an increase in the number of directors prior to the first annual meeting of the Cooperative shall be filled by the Board of Directors.

The name, address and state of residence of each of the incorporators of the Cooperative, who are to serve as the initial directors in accordance with the foregoing paragraph, are as follows:

Name	Address	State of Residence
Lawrence W. Simns	48 Maryland Ave. Annapolis, MD 21401	Maryland
Joseph Sadler	48 Maryland Ave. Annapolis, MD 21401	Maryland
William Rice	48 Maryland Ave. Annapolis, MD 21401	Maryland
John Orme	48 Maryland Ave. Annapolis, MD 21401	Maryland
Russell Dize	48 Maryland Ave. Annapolis, MD 21401	Maryland

ARTICLE VIII - EXTRAORDINARY ACTIONS

With respect to: (1) the amendment of the Charter of the Cooperative; (2) the consolidation of the Cooperative with one or more other cooperatives to form a new consolidated cooperative; (3) the merger of the Cooperative into another cooperative or the merger of one or more other cooperatives into the Cooperative; and (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Cooperative, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

3191 1746

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLE IX - LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. As used in this Article IX, any word or words that are defined in Section 2-418 of the Code shall have the same meaning as provided therein.

B. To the maximum extent that the Code, in effect from time to time, permits the limitation of the liability of directors and officers, no director or officer of the Cooperative shall be liable to the Cooperative or its members for money damages.

C. To the maximum extent permitted by the Code, in effect from time to time, the Cooperative shall indemnify, and shall pay or reimburse reasonable expenses in advance of a final disposition of a proceeding to, any individual who is a present or former director or officer of the Cooperative.

D. The Cooperative may indemnify and pay or reimburse reasonable expenses in advance of final disposition of a proceeding to any employee or agent or other corporate representative of the Cooperative, not a present or former director or officer, up to the maximum extent permitted by the Code, provided that (in addition to any other requirements imposed by the Code) the indemnification is authorized for a specific proceeding, at a duly constituted meeting, by an affirmative vote of (i) a majority of the Board of Directors who were not parties to the proceeding, or (ii) a majority of members who were not parties to the proceeding.

E. Neither the amendment nor repeal of this Article IX, nor the adoption or amendment of any other provision of the Articles of Incorporation or By-Laws inconsistent with this Article IX, shall apply to or affect in any respect the applicability of this Article (as in effect prior to such amendment, repeal or adoption) to any act or failure to act which occurred prior to such amendment, repeal or adoption.

ARTICLE X - PERPETUAL EXISTENCE

The Cooperative shall have perpetual existence.

3191 1747

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CLERK'S NOTATION

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IN WITNESS WHEREOF, the undersigned, incorporators of the Cooperative, have set their hands and seals unto these Articles of Incorporation this 15th day of November, 1989 and have acknowledged the same to be their act.

WITNESS:

Betty P. Duty — Lawrence W. Simns (SEAL)
LAWRENCE W. SIMNS

Nancy Matti — Joseph Sadler (SEAL)
JOSEPH SADLER

Andrea M. Watters — William Rice (SEAL)
WILLIAM RICE

Nancy Matti — John Orme (SEAL)
JOHN ORME

Betty P. Duty — Russell Dize (SEAL)
RUSSELL DIZE

3191 1749

0000 0474

BOOK 238 PAGE 472

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

J.M.T.

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	30	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 140

ATTENTION: Steve Preller

MAIL TO ADDRESS: _____

TOTAL FEES 70

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Jas. T

2191 1749

0000 0475

BOOK 238 PAGE 473

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
MARYLAND WATERMEN'S COOPERATIVE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 17, 1989 AT 11:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2905263

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
BLUMENTHAL, WAYSON, DOWNS AND
OFFUTT, P.A.
POST OFFICE BOX 868
121 CATHEDRAL STREET
ANNAPOLIS MD 21404 0868

100C3031872

A 312662

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

0000 0474

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECEIVED FOR RECORD
11-17-89 8:41

FUTURE BODIES, INC.

A Maryland Close Corporation

(Pursuant to Subchapter S)

ARTICLES OF INCORPORATION

* * * * *

ARTICLE ONE: Incorporators.

The undersigned, Glen R. Schwartz, whose post office address is 1107 Lake Heron Drive, Apt. 2A, Annapolis, Maryland 21403, being at least eighteen years of age, herewith forms a close corporation under the general laws of the State of Maryland pursuant to Corporation and Associations, Section 4-201 of the Annotated Code of Maryland and elects it to be a Subchapter S close corporation.

ARTICLE TWO: Name.

1. The name of the corporation is Future Bodies, Inc.

ARTICLE THREE: Purpose.

1. To provide personal fitness instruction.

2. To purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of good, wares, merchandise, implements, and other personal property or equipment of every kind, for the furtherance of the corporation.

3. To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem

93218060
1990 MAY -2 PM 1:44
J. F. CLERK
3191 1709
0000 0477

CLERK'S NOTATION
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calculated, directly or indirectly, to improve the interest of this corporation, and to do all things specified in and to have and to emphasize all powers conferred by the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things here and above set forth to the same extent and as fully as natural persons might or could do, either along or in connection with other persons, firms, associations or corporations, and in any part of the world.

4. To acquire by purchase, lease or otherwise, to own, use and operate lands, buildings, equipment and appliances, warehouses, stores, merchandise and other property within the State of Maryland or other area which may be useful to accomplish any of the purposes or carry on any business of the corporation.

5. To borrow money for any of the purposes of this corporation and to issue notes and other obligations therefore, and to secure, pledge or mortgage the whole or any part of the property of this corporation, both real or personal.

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

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CLERK'S NOTATION
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7. To maintain margin accounts and make short sales of all kinds and descriptions.

8. To acquire good will, trade names, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation engaged in a similar business, and to pay for same in cash and stock of this Corporation or otherwise.

9. To acquire by subscription, purchase, exchange, or to otherwise acquire and hold for investment or otherwise to sell, use, dispose, pledge, mortgage or hypothecate any bonds, stocks or other obligations of any corporation while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof, to borrow money and issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust, or other forms of contracts and securities for same and guaranteeing the payment thereof.

The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance and not in limitation of the powers conferred upon the corporation by law, and it is not intended by the mention of any particular purpose, object or business in any manner to limit or to restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the corporation, and said corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon the corporation.

3191 1711

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CLERK'S NOTATION
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ARTICLE FOUR: Principal Office and Resident Agent.

The post office address of the principal office of the Corporation is 1107 Lake Heron Drive, Apt. 2A, Annapolis, Maryland 21403. The name of the Resident Agent of the Corporation in this state is Susan T. Schwartz, 1107 Lake Heron Drive, Apt. 2A, Annapolis, Maryland 21403. Said Resident Agent is a citizen actually residing in this state.

ARTICLE FIVE: Authorized Shares.

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.

ARTICLE SIX: Directors.

The number of Directors of the corporation shall be one (1) which number may be increased pursuant to the By-Laws of the corporation, but shall never be less than the number permitted by Section 2-402 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

GLEN R. SCHWARTZ, President
GLEN R. SCHWARTZ, Vice-President
GLEN R. SCHWARTZ, Secretary
GLEN R. SCHWARTZ, Treasurer

3191 1712

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLE SEVEN: Issuance of Shares.

The Board of Directors of the corporation are hereby empowered to authorize the issuance from time to time of not more than One Thousand (1,000) fully paid and non-assessable shares of no par value of the common stock of the corporation for such consideration as may be fixed by the Board of Directors. Any and all such shares shall be deemed fully paid stock and not liable for any further call or assessment thereon, and the holders of such shares shall not be liable for further payment thereon.

ARTICLE EIGHT: Indemnification.

The corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

1. The corporation shall indemnify any directors, officers or shareholders of the corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than any action by or in the right of the corporation) by reason of the fact that he is or was such director, officer, shareholder, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, shareholder, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonable incurred by him in connection with such action, suit,

3191 1713

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CLERK'S NOTATION
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or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe this conduct was unlawful.

2. The corporation shall indemnify any directors, shareholders or officers of the corporation who were or are a party or is threatened to be made a party of any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was such director, officer, shareholder, employee or agent of the corporation or is or was serving at the request of the corporation as a director, officer, shareholder, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees) actually or reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of this duty to the corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication

3191 1714

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CLERK'S NOTATION
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of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such could or shall deem proper.

3. To the extent that a director, shareholder or officer of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraphs 1) and 2) of ARTICLE EIGHT or in defense of any claim, issue or matter therein, he shall be indemnified against expense (including attorney fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in Paragraph 4) of this ARTICLE EIGHT.

4. Any indemnification under Paragraph 1) or 2) of this ARTICLE EIGHT (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the directors, shareholders or officers is proper in the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1) or 2) of this ARTICLE EIGHT. Such determination shall be made: a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; b) if such a quorum is not, obtainable, or, even if obtainable, if such quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the corporation) in a written opinion; and any determination so made shall be conclusive; or,

3191 1715

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

c) by a majority vote of shareholders who were not parties to such action, suit or proceeding or, if all shareholders were parties to such action, suit or proceeding, then by majority vote of all shareholders.

5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors or shareholders in the specific case upon receipt of an undertaking by or behalf of the directors, shareholders or officers to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.

6. Agents and employees of the corporation who are not directors or officers of the corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the corporation or shareholders.

7. Any indemnification pursuant to this ARTICLE EIGHT shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director, officer or shareholder and shall inure to the benefit of the heirs and personal representatives of such person.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION this 14 day of NOVEMBER, 1989 and

3191 1716

0000 0484

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

acknowledge the same to be my act.

Kathy J. Ferguson
WITNESS

Glen R. Schwartz
GLEN R. SCHWARTZ

3191 1717

0000 0485

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 483

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

DOCUMENT CODE 02 80 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40.00

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Arthur L. Messinger
Attorney at Law
166 West Street
P.O. Box 1747
Annapolis, Maryland 21404

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DH SV

3191 1718

0000 0484

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 484

ARTICLES OF INCORPORATION
OF
FUTURE BODIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 17, 1989 AT 8:41 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2905214

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 I. MESSINGER
ATTORNEY AT LAW
166 WEST STREET
P.O. BOX 1747
ANNAPOLIS MD 21404

100C3031867

A 312657

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3191 1708

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

0310:10/10/89
AVW21:2412L

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
11-16-89 : 2:28 p.m.

A CLOSE CORPORATION

ARTICLES OF INCORPORATION

OF

Visual Communications & Research, Inc.

RECEIVED
'89 NOV 16 PM 2:28
STATE DEPT OF ASSESSMENTS & TAXATION

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Stephen Stec, whose address is 199 Prince George Street, Annapolis, Maryland 21401, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

Visual Communications & Research, Inc.

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

FOURTH: The Corporation is formed for the purpose of carrying on any lawful business.

FIFTH: The address of the principal office of the Corporation in this State is c/o Stephen Stec, Esquire, 199 Prince George Street, Annapolis, Maryland 21401.

SIXTH: The resident agent of the Corporation is Stephen Stec, Esquire, whose address is 199 Prince George Street, Annapolis, Maryland 21401. The resident agent is a citizen of and resides in the State of Maryland.

SEVENTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares, no par value per share, all of one class.

EIGHTH: The Corporation shall have one (1) director, Guillermo A. Pulido, who shall serve until the organization meeting of the director and the issuance of one or more shares of stock of the Corporation have been completed. After that time, the Corporation shall have no board of directors.

NINTH: (a) The Corporation reserves the right to make any amendment of the charter, now or hereafter authorized by law, including any amendment which alters the contract

93218055
1990 MAY -2 PM 1:44
J.F. CLERK
MARLE SCHAFER
CLERK

0000 0488

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

rights, as expressly set forth in the charter, of any outstanding stock.

(b) Except as otherwise provided in the charter or by the bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its stockholders, who shall have and may exercise all the powers of the Corporation.

TENTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class; provided, however, that the stockholders may, in authorizing the issuance of stock of any class, confer any preemptive right that the stockholders may deem advisable in connection with such issuance.

ELEVENTH: To the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and I acknowledge the same to be my act, on this 14th day of ~~October~~ November, 1989.

Stephen Stec

Stephen Stec

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 487

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 28 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40.00

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Weinberg & Green
Corporate Department Imprest Account
100 S. Charles Street
Baltimore, Md 21201

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: _____

3191 1707

0000 0490

BOOK 238 PAGE 488

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
VISUAL COMMUNICATIONS & RESEARCH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 16, 1989 AT 2:28 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2905206

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
WEINBERG & GREEN
CORPORATE DEPARTMENT IMPREST ACCT
100 S. CHARLES STREET
BALTIMORE MD 21201

100C3031866

A 312656

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO
2191 1704

AT5-060

0000 0481

BOOK 238 PAGE 489

JUPITER CONTRACTING COMPANY

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11/15/89 at 9:13 A .m.

ARTICLES OF INCORPORATION

ARTICLE I: I, the undersigned, Ajay Gandhi whose post office address is 1630 Annapolis Road, Odenton, Maryland 21113, being at least eighteen (18) years old, hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE II: The name of the Corporation (which is hereafter called the Corporation) is: JUPITER CONTRACTING COMPANY.

ARTICLE III: 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.

ARTICLE IV: The purposes for which the Corporation is formed are as follow:

a) To engage in the construction or remodeling of new and old residential properties.
b) To engage in the construction or remodeling of new and old commercial properties.
c) To engage in the purchase and sale of construction material.
d) To engage in any other lawful purposes and/or business and 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.

ARTICLE V: The post office address of the principle office of the Corporation in this state is: 1630 Annapolis Road, Odenton, Maryland 21113. The name and post office address of the resident agent of the Corporation, in this state is Ajay Gandhi, 1630 Annapolis Road, Odenton, Maryland 23331. Said resident agent is an individual actually residing in this state.

1989 NOV 15 P 4:13

1989 NOV -1 A 8:45

1989 MAY -2 PM 1:44 [redacted]

93198143

R. ERLE SCHAFER
CLERK

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLE VI: The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares without par value, all of one class. Shares of stock of this corporation shall not be sold, assigned or transferred in any manner, by any stock holder unless first offered to the Corporation.

ARTICLE VII: The number of directors of the Corporation shall be three (3); which number may be increased or decreased pursuant to the by-laws of the Corporation. The name of the directors who shall act until the first annual meeting or until their successors are: Ajay Gandhi, Bihon F. Debessai and Tekie G. Meskel.

ARTICLE VIII: The Corporation shall have such affairs as may from time to time be provided in the by-laws and such officers shall be designated in such a manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the by-laws or as may be determined from time to time by the Board of Directors subject to the by-laws.

ARTICLE IX: The Corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred on stockholders herein are granted subject to the reservation.

ARTICLE X: In witness whereof, the undersigned incorporator has hereunto set his hand for the purpose of forming this Corporation under the laws of the State of Maryland and hereby acknowledges and files in the office of the State of Maryland, these Articles of Incorporation and certifies that the facts herein states are true on this 1st day of November 1989. In witness Whereof, I have signed these articles and acknowledge same to be my act.

Gandhi

Ajay Gandhi

BOOK 238 PAGE 491

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

SR

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Belcher + Sechuk Associates P.A.
103 N. Main Street
Bel Air, Md. 21014

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DM Dr.

3191 1638

0000 0494

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 492

ARTICLES OF INCORPORATION
OF
JUPITER CONTRACTING COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 15, 1989 AT 9:13 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2905107

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
BELCHER & SEECHUK ASSOCIATES P.A.
103 N. MAIN STREET
BEL AIR MD 21014

100C3031856

A 312646

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

AT5-060

0000 0495

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 493

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-14-89 at 9:25

ARTICLES OF INCORPORATION

OF

WESTINGHOUSE VETERANS EMPLOYEES ASSOCIATION, INC.

THIS IS TO CERTIFY:

FIRST: I, MARION DENKER, whose post office address is 1150 Linden Avenue, Arbutus, Maryland 21227, 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:

WESTINGHOUSE VETERANS EMPLOYEES ASSOCIATION, INC.

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

(a) The Corporation is organized exclusively for employees of Westinghouse Corporation for social and fraternal purposes, including charitable functions and those functions beneficial to the membership, both economic and social.

(b) To engage in the general business of billing and collecting dues and accounts receivable of all types and description, and to carry on and conduct any business incidental thereto.

(c) To otherwise engage in any business, sale or purpose not otherwise prohibited by the laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or any foreign country, or treaties.

(d) To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

1989 NOV 14 A 9:25

J.F. CLERK

93185177 2191 1540

1990 MAY -2 PM 1:44

H. GRACE SCHAFER
CLERK

0000 0498

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(e) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and foreign countries.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 898 Airport Park Road, Linthicum, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is MARION DENKER, 1150 Linden Avenue, Arbutus, Maryland 21227. Said 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 number of qualifications for; and other matters relating to its membership shall be set forth in the By-Laws of the Corporation.

SIXTH: The number of directors shall be three, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three. The name of the Directors, who shall act until the first annual meeting or until their successors are duly elected and qualify are: MARION DENKER, JOYCE HOLT and MAYBELLE SIMMONT.

SEVENTH: (a) As used in this Article Seventh, any word or words that are defined in Section 2-418 of the

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

EIGHTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's

0000 0498

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

activities due to impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to its members, as defined in the By-Laws.

NINTH: 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 be not inconsistent with the Articles of Incorporation or contrary to the laws of the State of Maryland or of the United States.

TENTH: No Director or Officer of the Corporation shall be liable to the Corporation or to its members for money damages except (1) to the extent that it is proved that such Director or Officer actually received an improper benefit or profited money, property or services, for the amount of the benefit or profited money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adversed to such Director or Officer is entered in a proceeding based on a finding in the proceeding that such Director's or Officer's action, failure to act, was (a) a result of active and deliberate dishonesty, or (b) intentionally wrongful, willful, or malicious and, in each such case, was material to the cause of action adjudicated in this proceeding.

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

WITNESS:

Kelly L Lerz

Marion Denker
MARION DENKER

3191 1543

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE OF MARYLAND, COUNTY OF BALTIMORE, TO WIT:

I HEREBY CERTIFY, That on this 16th day of October, 1989, before me, the subscriber, a Notary Public in and for the City and State aforesaid, personally appeared MARION DENKER and she made oath in due form of law that the matters and facts contained herein are true to the best of her information, knowledge and belief.

AS WITNESS, my hand and Notarial Seal.

KELLY L. TERRY NOTARY PUBLIC ANNE ARUNDEL CO., MD.

Kelly L. Terry
NOTARY PUBLIC

My Commission Expires: 7-1-90

BOOK 238 PAGE 498

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

4R

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Stanley Alpert

MAIL TO ADDRESS: Law Offices
Cohen, Alpert and Tamen
334 St. Paul Place
Baltimore, MD 21202-1284

TOTAL FEES 42

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT

3191 1545

0000 0501

BOOK 238 PAGE 499

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
WESTINGHOUSE VETERANS EMPLOYEES ASSOCIATION,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 14, 1989 AT 9:25 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	$ 22.00	$

D2904944

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
STANLEY ALPERT
LAW OFFICES, COHEN, ALPERT & FORM
334 ST. PAUL PLACE
BALTIMORE MD 21202 1284

100C3031840

A 312630

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2191 1529

AT5-060

0000 0502

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

WHITBREAD, LIMITED

The Board of Directors of Whitbread, Limited, a Maryland corporation, on October 20, 1989 duly approved resolutions as follows:

RESOLVED: That the resident agent of the Corporation in the State of Maryland is hereby changed from Mark Pollak, 1100 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201, to Kramon & Graham, P.A., Sun Life Building, 6th Floor, 20 South Charles Street, Baltimore, Maryland 21201. Said resident agent is a professional corporation organized and existing under the laws of the State of Maryland with its principal place of business in Maryland. And it is

RESOLVED: That the proper officers of the Corporation be and they hereby are authorized and directed to file a certified copy of the immediately preceding resolution with the Maryland State Department of Assessments and Taxation.

I, Dolores M. Strissel, the Secretary of Whitbread, Limited, certify under the penalties of perjury that to the best of my knowledge, information and belief the foregoing resolution is true in all material respects.

Dolores M. Strissel
Secretary

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-13-89 at 10:09 A.M.

:mcr:11/03/89:1
K&G/7:Whitbread.min

9317 516

1990 MAY -2 PM 1:44

J.F. CLERK

MARCIA SCHAFER
CLERK

~~3199 0985~~
3191 0178

0000 0503

STATE OF MARYLAND BOOK 238 PAGE 501

State Department of Assessments and Taxation

Gene L. Burner, Director

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52

D1008382 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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 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 Corp. Registration
87		_____ Limited Part. Good Standing
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

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 036

ATTENTION: Marilyn Hope Fisher

MAIL TO ADDRESS: _____

1 Check ___ Cash NOTE:

1 Documents on 1 checks

APPROVED BY: CM

~~3189 0986~~
3191 0179

0000 0504

BOOK 238 PAGE 502

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
WHITBREAD LIMITED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 13, 1989 AT 10:09 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	$

D1008382

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
KRAMON & GRAHAM, P.A.
MARILYN HOPE FISHER
SUN LIFE BUILDING
CHARLES CENTER
BALTIMORE MD 21201

099C3031777
A 312558

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

AT5-060

0000 0505

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

RECEIVED
'89 NOV 15 PM 3 04
STATE DEPT. OF
ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-15-89 at 3:04 .m.

ARTICLES OF INCORPORATION

OF

BAR-B-Q-WARE COMPANY

The undersigned, THOMAS F. FRANCOVITCH, whose post office address is 216 Circle Road, Pasadena, Maryland 21122, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

ARTICLE I

NAME

That the name of the Corporation (which is hereinafter called the Corporation) is BAR-B-Q-WARE COMPANY.

ARTICLE II

PURPOSES

The primary nature of the business, or objects or purposes proposed to be transacted, or carried on by the Corporation is for the business of designing, manufacturing, leasing and selling consumer products. However, the Corporation may engage in any lawful activity allowed corporations under the laws of the State of Nevada.

ARTICLE III

PRINCIPAL PLACE OF BUSINESS

The post office address of the principal office of the Corporation in Maryland is 216 Circle Road, Pasadena, Maryland, 21122. The name and address of the resident agent of the Corporation in Maryland are , Thomas F. Francovitch, 216 Circle Road, Pasadena, Maryland, 21122. Other offices

1989 MAY -2 PM 1:44
CLERK

93200271
2739

0000 0506

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

may be established, business transacted, and meetings of Stockholders and Directors held at such places within or outside the State of Maryland as the By-Laws shall provide.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the Corporation has authority to issue is five thousand (5,000) shares of the par value of ($1.00) a share, all of one class, and having an aggregate par value of ($5,000) which shall all be common stock and which shall be paid as the Board of Directors shall designate, and as provided by law in cash, real or personal property, services, lease, option to purchase, or any other valuable right or thing for the uses and purposes of the Corporation. All shares of capital stock, when issued in exchange therefore, shall not be assessable or assessed forever and the judgement of the Directors as to the value of any property, right or thing acquired in purchase or exchange for capital stock shall be conclusive.

ARTICLE V

DIRECTORS

The affairs and business of this Corporation shall be conducted by a board known and styled as Directors and shall consist of three (3) directors, which may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than (3) but not less than the number of stockholders, and the names of the directors who shall

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act until the first meeting or until their successors are duly chosen and qualified is

THOMAS FREDERICK FRANCOVITCH
216 Circle Road
Pasadena, Maryland 21122

ARTICLE VI

CAPITAL STOCK ASSESSMENTS

No capital stock, after the amount of subscription price has been paid shall be subject assessable or subject to assessment for payment of the Corporation's debts and the Articles of Incorporations shall not be amended to change this Article.

ARTICLE VII

NON-CULPABILITY CLAUSE

There shall be no personal liability of a director or officer of the Corporation or its stockholders for damage of breach of fiduciary duty as an officer or director. However, this does not eliminate the liability of an officer or director for acts or omissions which involve intentional misconduct, fraud or a knowing violation of the law and/or the payment of dividends in violation of N.R.S. 78.030.

ARTICLE VIII

VOTING RIGHTS

Each Stockholder shall have one (1) vote per share and voting shall not be cumulative.

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ARTICLE IX

POWERS OF THE DIRECTORS

The Directors shall elect a president, one or more vice-presidents, a secretary and treasurer. The Directors shall have full and complete power and authority to carry on and conduct all of the business of the Corporation to the same effect and extent as by the Stockholders at such time and place and in such manner as shall be provided for in the By-Laws of the Corporation.

In addition to and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter, amend, and rescind the By-Laws of this Corporation; from time to time to fix and determine and to vary the amount to be reserved as working capital over and above the amount of its capital stock paid in; to authorize and cause to be executed mortgages and liens upon real and personal property of the Corporation.

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations and accounts and books of this Corporation, (other than the stock ledger), or any of them, shall be open to inspection of the Stockholders, and no document of this Corporation, except as conferred by statute or authorized by the Directors or by a resolution of the Stockholders.

ARTICLE X

The private property of the Stockholders shall be forever exempt from corporation debts or liability of any kind whatsoever.

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ARTICLE XI

PERIOD OF EXISTENCE

The duration of the Corporation shall be perpetual.

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

Thomas Frederick Francovitch

THOMAS FREDERICK FRANCOVITCH

STATE OF MARYLAND

I, the undersigned, a notary public, hereby certify that on the 8th day of November, 1989, THOMAS FREDERICK FRANCOVITCH, signed the foregoing document as incorporator thereof and state that the statements therein contained are true and correct.

Joan Collins

NOTARY PUBLIC

My commission expires on July 1, 1990.

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 508

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

SK

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Thomas F. Francovitch
216 Circle Rd.
Pasadena, Md. 21122

TOTAL FEES 70

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Jim T. A

0000 0511

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 509

ARTICLES OF INCORPORATION
OF
BAR-B-Q-WARE COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 15, 1989 AT 3:04 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2904571

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
THOMAS F. FRANCORITCH
216 CIRCLE RD.
PASADENA MD 21122

099C3031710

A 312069

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

AT5-060

0000 0512

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
11-14-89 at 9:04 .m.

BROWN'S POND IMPROVEMENT ASSOCIATION, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, James A. Belson, Robert J. Siciliano, and Guy J. Riccio, whose post office addresses are 12 Severn Ridge Road, Annapolis, MD, 21401, 10 Severn Ridge Road, Annapolis, MD, 21401, and 1720 Ritchie Highway, Annapolis, MD, 21401 respectively, 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 hereinafter called the Corporation) is BROWN'S POND IMPROVEMENT ASSOCIATION, INC.

THIRD: The purpose for which the Corporation is formed is to preserve and improve the recreational boating and environmental quality of Brown's Pond.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1720 Ritchie Highway, Annapolis, Anne Arundel County, MD 21401. The name and post office address of the resident agent of the Corporation in Maryland are Robert J. Siciliano, 10 Severn Ridge Road, Annapolis, Anne Arundel County, Md 21401.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The number of directors of the Corporation shall be four, which number may be increased or decreased pursuant to the bylaws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are James A. Belson, Robert J. Siciliano, Eleanor P. Riccio, and Samuel M. Brice.

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

a. The members of the Corporation shall be limited to property owners having riparian rights on Brown's Pond in Anne Arundel County, Maryland.

b. The Corporation shall be not for profit.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We hereby sign these articles of incorporation on Nov 8, 1989 and severally acknowledge the same to be our act.

1989 NOV 14 A 9:04

James A. Belson

Robert J. Siciliano

Guy J. Riccio

93188183
1990 MAY -2 PM 1:44
MARL SCHAFER
CLERK
J.F.
3190 2715
~~3189 0651~~

BOOK 238 PAGE 511

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

SR

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	7	1 Certified Copy 1
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 Corp. 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 _____
TOTAL FEES		

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Guy Riccio
1720 Ritchie Highway
Annapolis, MD 21401

47 Check ___ Cash NOTE:

___ Documents on ___ checks

APPROVED BY: A

~~3190 0659~~
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0000 0514

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 512

ARTICLES OF INCORPORATION
OF
BROWN'S POND IMPROVEMENT ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 14, 1989 AT 9:04 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2904522

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
GUY RICCIO
1720 RITCHIE HIGHWAY
ANNAPOLIS MD 21401

099C3031705
A 312066

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

0000 0515

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BROOKLYN MARKET, INC.

(A close corporation under Title 4, Maryland Annotated Code, Corporations and Associations)

ARTICLES OF INCORPORATION

FIRST: I, William L. Dawson, 6932 Bank Street, Baltimore, Maryland 21224, being at least eighteen (18) years of age do hereby associate myself as incorporator with the intention of forming 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:

BROOKLYN MARKET, INC.

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

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

a) To engage in, conduct and carry on a supermarket food business, to deal in all products connected with or related to the business, and to generally engage in other businesses which may be carried on conveniently or advantageously in connection with the general business of the Corporation.

b) To carry on said business as it is now established and also to expand on the same and any other function which is incidental or profitable to the supermarket business.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-15-89 at 10:44 a.m.

LAW OFFICES
KODENSKI AND CANARAS
19 EAST FAYETTE STREET
SUITE 301
BALTIMORE, MARYLAND 21202

$31.00 393
STATE DEPT OF ASSESSMENTS & TAXATION
RECEIVED
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NOV 09, 1990 MAY -2 PM 1:44
J. F. CLERK
R. CARL SCHAFER
CLERK

CLERK'S NOTATION
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c) To do every other act or thing incidental or appurtenant to or growing out of or connected with said business or powers of any part thereof.

d) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares and merchandise, implements or other personal property or equipment of every kind.

e) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wheresoever situated.

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

g) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames,

LAW OFFICES
KODENSKI AND CANARAS
19 EAST FAYETTE STREET
SUITE 301
BALTIMORE, MARYLAND 21202

3189180 2697

0000 0517

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rights, processes, formulas and the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

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

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

LAW OFFICES
KODENSKI AND CANARAS
19 EAST FAYETTE STREET
SUITE 301
BALTIMORE, MARYLAND 21202

0000 0518

CLERK'S NOTATION
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FIFTH: The post office address of the principal office of the Corporation in Maryland is 913 E. Patapsco Avenue, Baltimore, Maryland 21225. The name and post office address of the Resident Agent of the Corporation in Maryland is William L. Dawson, 6932 Bank Street, Baltimore, Maryland 21224. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 100 shares without par value all of one class and all common stock. Any such stock issued within two years from the date of the Corporation's first organizational meeting and aggregating less than $1,000,000.00 shall be issued in such a manner that in the hands of qualified shareholders, such shares will receive the benefits of Section 1244 of the Internal Revenue Code of 1954.

a) The stock of the Corporation shall be governed on transfer by Section 4-503, Title 4, Maryland Annotated Code, Corporations and Associations.

b) Any such transfer will be subject additionally to any stockholder's agreement as authorized by Section 4-501, Title 4, Maryland Annotated Code, Corporations and Associations.

SEVENTH: After the completion of the organizational meeting of the Directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall

LAW OFFICES
KODENSKI AND CANARAS
19 EAST FAYETTE STREET
SUITE 301
BALTIMORE, MARYLAND 21202

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CLERK'S NOTATION
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have one (1) director, whose name is William L. Dawson. After dissolution of the Board of Directors, the Corporation stockholders shall directly take over the duties of the Board of Directors.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the power of the Corporation and stockholders:

a) The Corporation will have all powers incident to running the aforementioned business and also will have specifically the power to buy the property containing the business should such property become available to the Corporation by the Landlord.

b) The Corporation will have the power to transfer all licenses in the business now existing at 913 E. Patapsco Avenue, Baltimore, Maryland 21225, to any other location or locations or sell said business and licenses to re-engage in the supermarket business at another location or locations should it so desire.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the parties have signed these Articles of Incorporation on this 14 day of NOVEMBER, 1989.

Witness

WILLIAM L. DAWSON

LAW OFFICES
KODENSKI AND CANARAS
19 EAST FAYETTE STREET
SUITE 301
BALTIMORE, MARYLAND 21202

0000 0520

CLERK'S NOTATION
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STATE OF MARYLAND, COUNTY OF BALTIMORE, to wit:

I HEREBY CERTIFY that on this 14 day of November, 1989, before me, the subscriber, a Notary Public of the County and State aforesaid, personally appeared William L. Dawson, and he acknowledged the aforegoing Articles of Incorporation to be his act.

AS WITNESS my hand and Notarial Seal.

GLENN M. MANNING NOTARY PUBLIC BALTIMORE CITY, MD.

Glenn M. Manning
Notary Public
MY COMMISSION EXPIRES 7-1-90

F:\MJK\550

LAW OFFICES
KODENSKI AND CANARAS
19 EAST FAYETTE STREET
SUITE 301
BALTIMORE, MARYLAND 21202

~~3199 0543~~
3190 2701

0000 0521

BOOK 238 PAGE 519

CLERK'S NOTATION
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STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 53

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	12	1 Certified Copy 6
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 Corp. 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 _____

TOTAL FEES 82

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Kodenski & Canaras
19 E. Fayette St.
Ste. 301
Balto., md. 21202

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T. Jr.

0000 0522

BOOK 238 PAGE 520

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
BROOKLYN MARKET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 15, 1989 AT 10:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2904498

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
KODENSKI & CANARAS
19 E. FAYETTE ST.
STE. 301
BALTO. MD 21202

099C3031702
A 312063

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

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-15-89 at 9:23 am.

BOOK 238 PAGE 521

HUGHES PRINTING CENTER, INC.

ARTICLES OF INCORPORATION

FIRST : I, **Robert J. Hughes**, whose post office address is 8111 Foxwell Road, Millersville, MD 21108 and being at least 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 **HUGHES PRINTING CENTER, INC.**

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

(1) To perform printing services and other related matters.

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

FOURTH : The post office address of the principal office of the Corporation in this State is: 8111 Foxwell Road, Millersville, MD 21108. The name and post office address of the Resident Agent of the Corporation in this State is Robert J. Hughes, 8111 Foxwell Road, Millersville, MD 21108. Said Resident Agent is an individual actually residing in this State.

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

SIXTH : The number of Directors of the Corporation shall be one (1), which numbers may be increased or decreased from time to time pursuant to the By-Laws of the Corporation, but shall

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1990 MAY -2 PM 1:44
J.F. CLERK
RECEIVED FOR RECORD
CLERK

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

never be less than one (1), provided that:

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

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

The name of the Director who shall act until the first annual meeting or until his successors are duly chosen and qualified are: Robert J. Hughes.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19 day of July, 1989, and I acknowledge the same to be my act.

WITNESS

Robert J. Hughes
ROBERT J. HUGHES

BOOK 238 PAGE 523

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

SK

DOCUMENT CODE 62 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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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	8	1 Certified Copy 2p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: C. Edward Middlebrooks
Attorney at Law
413 Crain Highway, S.E.
Glen Burnie, Md. 21061

TOTAL FEES 48.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: OM AT

~~3189 0518~~

3190 2676

0000 0526

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 524

ARTICLES OF INCORPORATION
OF
HUGHES PRINTING CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 15, 1989 AT 9:22 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2904464

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
C. EDWARD MIDDLEBROOKS
ATTORNEY AT LAW
413 CRAIN HIGHWAY, S.E.
GLEN BURNIE MD 21061

099C3031699

A 312060

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

AT5-060

0000 0527

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-15-89 at 8:51 a.m.

ALTRA CONTROLS, 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, James C. Praley, whose post office address is 7419 Baltimore-Annapolis Boulevard, P.O. Box 1330, Glen Burnie, Maryland 21061-3592, being at least 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:

ALTRA CONTROLS, 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 act as a wholesaler and retailer of electronic monitoring systems and controls and other energy efficiency devices; 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:

ALTRA Controls, Inc.
16 Thomas Avenue
Baltimore, Maryland 21225
(Anne Arundel County)

The name and post office address of the Resident agent of the Corporation are:

Kevin Burnley
16 Thomas Avenue
Baltimore, Maryland 21225

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

1989 NOV 15 P 8:51

9316 147

1 31997 2629

1990 MAY -2 PM 1:44

A.F. CLERK

N. CAROL SCHAFER
CLERK

0000 0528

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

SIXTH: The total number of shares of 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 becomes effective, there shall be two (4) directors, whose names are Kevin Burnley, Edward Burnley, Sr., Edward Burnley, Jr., and Janice Burnley.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of November, 1989, and I acknowledge the same to be my act.

James C. Praley

AFTER RECORDATION, RETURN TO:

James C. Praley
Lessans and Tate
P.O. Box 1330
Glen Burnie, Maryland 21061

(CLOSE.CORP:ARTINCCC.JCP)
11/14/89

BOOK 238 PAGE 527

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE SR 02. BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	____/Certified Copy 2
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change ____

Code _____

ATTENTION: James C. Pealey

MAIL TO ADDRESS: Lessans and Tate
7419 Baltimore-Annapolis Blvd.
Post Office Box 1330
Glen Burnie, Maryland 21061-3592

TOTAL FEES 40.00

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: DG AZ

0000 0530

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 528

ARTICLES OF INCORPORATION
OF
ALTRA CONTROLS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 15, 1989 AT 8:51 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2904381

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 C. PRALEY
LESSANS AND TATE
7419 BALTIMORE-ANNAPOLIS BLVD.
POST OFFICE BOX 1330
GLEN BURNIE MD 21061 3592

09SC3031691

A 312052

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2190 2628

AT5-060

0000 0531

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD BOOK 238 PAGE 529
11-15-89 at 10:59 .m.

RECEIVED
'89 NOV 15 AM 10 59
STATE DEPT. OF
ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

of

CHESAPEAKE SASH & DOOR, INC.

THIS IS TO CERTIFY:

That I, the undersigned, David P. Ruppert, whose post office address is 479 Jumpers Hole Road, Suite 203, Severna Park, Maryland 21146, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

ARTICLE I - NAME

The name of the corporation, which is hereinafter referred to as "the Corporation" is: CHESAPEAKE SASH & DOOR, INC.

ARTICLE II - PURPOSE

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

(1) To sell and install windows and doors.

(2) To invest and manage corporate funds in any lawful manner.

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

93196423
~~3190 0510~~ 3190 2570
1990 MAY -2 PM 1:44
J.F. CLERK
CLERK
0000 0532

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLE III - ADDRESS OF PRINCIPAL OFFICE

The post office address of the principal office of the Corporation in Maryland is 479 Jumpers Hole Road, Suite 203, Severna Park, Maryland 21146.

ARTICLE IV - RESIDENT AGENT

The resident agent of the Corporation is David P. Ruppert, whose post office address is 479 Jumpers Hole Road, Suite 203, Severna Park, Maryland 21146.

ARTICLE V - CAPITAL STOCK

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 one class. The Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, without par value, for such consideration as said Corporation may deem advisable, irrespective of the value or amount of such consideration, after first obtaining the unanimous approval of the stockholders of the Corporation.

ARTICLE VI - DIRECTORS

The number of directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that, if there is no stock outstanding, the number of

0000 0533

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

directors may be less than three (3) but not less than one. The names of the director(s) who shall act until the first annual meeting or until his (their) successor(s) are duly chosen and qualified is (are): David P. Ruppert.

ARTICLE VII - AMENDMENT

The Corporation, upon unanimous approval of the stockholders, reserves the right to make from time to time any amendments to this charter which may now or hereafter be authorized by law.

ARTICLE VIII - INDEMNIFICATION

1. As used in this Article VIII, 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 stockholder 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 stockholder 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

3189 0572
0008 0534

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

stockholder 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 stockholder or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an unanimous vote of the stockholders of the Corporation that indemnification of such corporate representative other than a present or former stockholder or officer is proper under the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of November, 1989, and acknowledged the same to be my act.

WITNESS:

DAVID P. RUPPERT

~~7189-001-2573~~

0000 0535

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE OF MARYLAND :

COUNTY OF Anne Arundel :

I HEREBY CERTIFY that on the 15th day of November, 1989, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Anne Arundel, personally appeared DAVID P. RUPPERT and acknowledged the foregoing Articles of Incorporation to be his act.

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

Clay S. Dorsey
Notary Public

My Commission Expires: 7/1/90

~~3189 0514~~
3190 2574

0000 0536

BOOK 238 PAGE 534

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

SR

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	11	1 Certified Copy 5
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Rich, Tucker & Rice
P.O. Box 589
Annapolis, Md. 21404

TOTAL FEES 101

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T.

CERTIFIED COPY MADE

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 535

ARTICLES OF INCORPORATION
OF
CHESAPEAKE SASH & DOOR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 15, 1989 AT 10:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2904274

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
RICH, TUCKER & RICE
P.O. BOX 589
ANNAPOLIS MD 21404

099C3031680

A 312041

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

AT5-060

0000 053A

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 536

METROPOLITAN AMBULANCE SERVICE, INC.

Consent of Directors

October 11, 1989

Pursuant to the provisions of Section 2-408 of the Maryland General Corporation Law, we, the undersigned, constituting all of the Directors of Metropolitan Ambulance Service, Inc., do hereby consent to the following action required or permitted to be taken at a meeting of the Directors of said Corporation, as having been unanimously adopted by a vote of all the said Directors without the necessity of any formal meeting of the directors being held:

RESOLVED: That the Resident Agent of the Corporation is hereby changed to Joseph H. Omansky, 341 N. Calvert Street, Baltimore, Maryland 21202. Said Resident Agent is an individual actually residing in this state.

IN WITNESS WHEREOF, we have each signed this Document of Consent as of the day and year first hereinabove written.

BERNARD KOMAN

MORRIS HELMAN

I, Morris Helman, Secretary certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

MORRIS HELMAN, Secretary

J. F. BLOOM

1990 MAY -2 PM 1:44
CLERK

1989 NOV -9 A 8:51

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-9-89 at 8:57 A.m.

3190 2455

93136267

0000 0539

BOOK 238 PAGE 537

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52

D0540534 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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 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 Corp. Registration
87		____ Limited Part. Good Standing
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 _____

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 064

ATTENTION: Joseph H. Omansky

MAIL TO ADDRESS: _____

TOTAL FEES $10.00

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

3190 2456

0000 0540

BOOK 238 PAGE 538

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
METROPOLITAN AMBULANCE SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 9, 1989 AT 8:51 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	$

D0540534

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
WARTZMAN, OMANSKY, BLIBAUM
& SIMONS, P.A.
341 NORTH CALVERT STREET
BALTIMORE MD 21202

098C3031655

A 312015

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

AT5-060

0000 0541

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 539

ARTICLES OF REVIVAL

Owings Paving, Ltd., a Maryland corporation having its principal office in P.O. Box 1082, Severna Park, Maryland 21146 (hereinafter referred to as the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland that:

DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-8-89 at 9:44a.m.

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

SECOND: The name of the corporation at the time of the forfeiture of its Charter was Owings Paving, Ltd..

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

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is ~~P.O. Box 1082~~ 1890 Bucklina Ave, ~~Severna Park~~ Odenton Md 21113, Maryland ~~21146~~, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Joseph H. Rouse, 7433 Baltimore Annapolis Blvd., Glen Burnie, Maryland. Said resident agent is a citizen actually residing in this State.

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

1989 DEC -8 A 11:44

1990 MAY -2 PM 1:44
H. ERLE SCHAFER
CLERK

93128200 ~~3192 2442~~ 3190 2257

0000 0542

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

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

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 2nd day of November, 1989.

ATTEST: OWINGS PAVING. LTD.

SAMUEL S. OWINGS, SECRETARY SAMUEL S. OWINGS, PRESIDENT

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

THE UNDERSIGNED, the last acting President and Secretary of Owings Paving, Ltd., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

Dated: 11/2/89

Samuel S. Owings, President

Samuel S. Owings, Secretary

3190 2259
~~3188 2451~~
0000 0544

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 542

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

DOCUMENT CODE 18 2/0 BUSINESS CODE 03 COUNTY 52

D15399 49 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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	20	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	30	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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change ____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Joseph Rouse
7433 East Annap Blvd
Glen Burnie Md
21061

TOTAL FEES 50

✓ Check ___ Cash NOTE: LJM auth PO charge

___ Documents on ___ checks

APPROVED BY: JO CM

0000 0545

BOOK 238 PAGE 543

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

THE ARTICLES OF REVIVAL
OF
OWINGS PAVING, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 8, 1989 AT 9:44 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

D1539949

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
JOSEPH ROUSE
7344 BALTIMORE NATIONAL BLVD.
GLEN BURNIE MD 21061

098C3031621

A 311988

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

AT5-060

0000 0544

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

DEPARTMENT OF ASSESSMENTS AND TAXATION
RECEIVED FOR RECORD
11-7-89 AT 11:38 m.

CHRIST The SERVANT EVANGELICAL LUTHERAN CHURCH

ARTICLES OF INCORPORATION

FIRST: The undersigned, whose post office addresses are:

Virgil Gibson	773 Stevenson Rd., Severn, MD 21144
Joseph Reilly	1537 Monard Rd., Severn, MD 21144
Tom Paul	7724 Acrocomia Dr., Hanover, MD 21076
Doyle Delph	7711 Fairbanks Ct., Hanover, MD 21076

Being over the age of eighteen, and elected by the members of the congregation of Christ the Servant Evangelical Lutheran Church to act as trustees in the name and on behalf of said congregation do hereby associate ourselves as incorporators with the intention of forming a religious corporation under the general laws of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is CHRIST The SERVANT EVANGELICAL LUTHERAN CHURCH.

THIRD: The plan of the Corporation is as follows:

1. We are a people created by God, redeemed by Christ, and empowered by the Holy Spirit. As forgiven sinners who have recieved the grace of God through Jesus Christ, we are called to proclaim the Gospel, to administer the sacraments of Baptism and Holy Communion, to grow in our faith, and to reach out to all people.

2. Chapter 11 of our approved constitution specifies that the officers of this congregation are a President, Vice-President, Secretary and Treasurer, who are responsible, as part of the congregation's board of directors, for the management of the congregation's business and fiscal affairs. The officers (trustees) are elected annually on the second Sunday in November and may serve no more than two consecutive terms.

3. Chapter 8 of our approved constitution defines Voting Members as follows: Voting members are confirmed members. Such confirmed members shall have communed and made a contribution of record during the current or preceding year. All elected officers must be voting members.

FOURTH: The post office address of the principal place of worship is: DAYS INN MOTEL, 7481 New Ridge Rd., Hanover MD 21076. The name and post office address of the resident agent of the Corporation in Maryland are:
Rev. David Asplin 7796 Elberta Dr., Severn MD 21144

IN WITNESS WHEREOF, we the trustees have signed these Articles of Incorporation on October 29, 1989, and severally acknowledge the same to be our act.

Virgil Gibson, President

Tom Paul, Secretary

Joseph Reilly, Vice-Pres

Doyle Delph, Treasurer

89 NOV 7 PM 3:08
RECEIVED FOR RECORD
DEPARTMENT OF ASSESSMENTS AND TAXATION
89118216 0 2070
1990 MAY -2 PM 1:44
J.F. CLERK
H. ERLE SCHAFER
CLERK

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 545

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

DOCUMENT CODE 02 BY BUSINESS CODE 16 COUNTY 52

#_____ ___ P.A. ✓ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Days Inn Motel
7481 New Ridge Rd.
Hanover MD 21076

TOTAL FEES 40

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: J.m.T J.J.

~~3188 2264~~
3190 2071

0000 0548

BOOK 238 PAGE 546

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
CHRIST THE SERVANT EVANGELICAL LUTHERAN CHURCH

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 7, 1989 AT 11:38 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2904126

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
DAYS INN MOTEL
7481 NEW RIDGE RD.
HANOVER MD 21076

098C3031588

A 311958

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3190 2069
~~3189 2262~~

AT9-060

0000 0549

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 547

D & D TRANSMISSIONS, INC.

A Maryland Close Corporation

Organized Pursuant to Title 4 of the

Corporations and Associations Article of the

Annotated Code of Maryland

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-14-89 at 11:19 .m.

ARTICLES OF INCORPORATION

FIRST: I, David E. Layman, whose post office address is 74 Mayo Road, Edgewater, MD 21037, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is D & D TRANSMISSIONS, 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 as follows:

(1) To provide automotive and marine transmission work

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

(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.

RECEIVED
'89 NOV 14 AM 11 19
STATE DEPT. OF ASSESSMENTS & TAXATION

K3188496 ~~3188 2022~~ 31201 1989 1990 NOV -2 PM 1:44

J.F. CLERK

R. LEE SCHAFER
CLERK

0000 0550

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

FIFTH: The post office address of the principal office of the Corporation in this state is 74 Mayo Road, Edgewater, MD 21037. The name and post office address of the resident agent of the Corporation in this State are: David E. Layman, 74 Mayo Road, Edgewater, MD 21037. The 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 Three Thousand (3,000) 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 bylaws of the Corporation. The name of the director who shall act until the first annual meeting or until a successor is fully chosen and qualified is David E. Layman.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of November, 1989, and I acknowledge the same to be my act.

James A. McGuire
Witness

D. E. Layman
DAVID E. LAYMAN

~~3188 2083~~
3190 1890

BOOK 238 PAGE 549

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	30	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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

TOTAL FEES 70

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: David E. Layman
74 Mayo Rd.
Edgewater, Md. 21037

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T.

~~3189 2024~~

3190 1891

0000 0552

BOOK 238 PAGE 550

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
D & D TRANSMISSIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 14, 1989 AT 11:19 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:
$

D2903813

TO THE CLERK OF THE COURT OF ANNE ARUNDEL COUNTY

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

RETURN TO:
DAVID E. LAYMAN
74 MAYO RD.
EDGEWATER MD 21037

098C3031557

A 311929

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

AT5-060

0000 0563

BOOK 238 PAGE 551

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

CERTIFICATE OF

[X] MERGER
[ ] TRANSFER
[ ] CONSOLIDATION
[ ] SHARE EXCHANGE

TO: [X] Clerk of the Circuit Court for ANNE ARUNDEL COUNTY
[ ] _____ Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of merger have been filed in this office on NOVEMBER 1, 1989 AT 11:49 A.M.

1) The name of each party to the Articles is DRS. FRAZER, FRANKS & MILZMAN, P.A. (MD CORP.) INTO JOSEPH B. MILZMAN, D.D.S., P.A. (MD CORP.)-SURVIVOR.

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is JOSEPH B. MILZMAN, D.D.S., P.A.
2568A RIVA ROAD
ANNAPOLIS, MD. 21401.

As Witness my hand and the Official seal of the said Department at Baltimore this 20TH day of NOVEMBER, 1989.

DEAN W. KITCHEN
CORPORATE ADMINISTRATOR

1990 MAY -2 PM 1:44
R. EARL SCHAFER
CLERK

J.F. CLERK

AT 5-076

0000 0554

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 552

CORPORATE RESOLUTION OF PATELLE, INC.

At a Bd. of Directors meeting called on October 1, 1989, all Directors being present and accounted for, it was

RESOLVED, voted upon, and unanimously carried, as follows:

BE IT HEREBY RESOLVED that the address of the principal office of the corporation in the State of Maryland is 403 Westbury Drive, Riva, Maryland 21140, and the post office address of the Resident Agent, Dayna C. Stokes, is 403 Westbury Drive, Riva, Maryland 21140.

Dayna C. Stokes, President

I HEREBY CERTIFY that the above Resolution is a true copy of the Resolution passed at the Bd. of Directors meeting of Patelle Inc., on October 1, 1989.

WITNESS my hand and seal this 1st day of November, 1989.

Hoyt G. Brown, Secretary

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

11-24-89 at 9:55 A.M.

[redacted]

1990 NOV 24 P 9:55

J.F. CLERK

1990 MAY -2 PM 1:45

H. EARL SCHAFER
CLERK

33280402

3193 0947

0000 0555

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 553

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52

D2775096 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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 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 Corp. Registration
87		_____ Limited Part. Good Standing
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	

Name Change (New Name) _____

___ Change of Name
✓ Change of Principal Office
___ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Dietz + Ebersberger
59 Franklin Street
Annapolis, Md 21401

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

3193 0848

0000 0554

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 554

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
PATELLE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 24, 1989 AT 9:55 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	$

D2775096

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
DIETZ & EBERSBERGER
59 FRANKLIN STREET
ANNAPOLIS MD 21401

104C3032593

A 313380

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2197 0846

AT5-060

0000 0557

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

C. E. ROYDHOUSE COMPANY

(A CLOSE CORPORATION)

ARTICLES OF INCORPORATION

FIRST: The undersigned Charles E. Roydhouse, II, being at least eighteen years of age, does hereby form a corporation under Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is " **C. E. Roydhouse Company**".

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

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

To introduce, operate, conduct, manage, maintain, and carry on the business of landscaping, grasscutting and lawn maintenance; to buy, sell, lease or otherwise dispose of, to operate, conduct, furnish, equip and manage such landscaping business, and generally to do and perform everything necessary for carrying out the aforesaid purposes.

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 Maryland is 217 Dewey Drive, Annapolis, Maryland, 21401. The name and post office of the resident agent of the Corporation in Maryland is Charles E. Roydhouse, II, 217 Dewey Drive, Annapolis, Maryland, 21401. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one director, whose name is Charles E. Roydhouse, II.

EIGHTH: The restriction imposed upon the transferability of shares of this Corporation is:

> If any holder of any shares desires to dispose of the same or any part thereof, he shall have no right or power to dispose of same to any person without first making a written offer to sell the same to the Corporation, which shall have the right, within fifteen (15) days after receipt

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
11-3-89 at 9:46 A.M.

93286298 3193 0626 1990 MAY -2 PM 1:45 J. F. CLERK
CLERK

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

of such offer, to elect to purchase the same at the book value thereof, as shown upon the last annual statement of the Corporation, plus or minus the stock's pro rata proportion of the net profits or losses of the Corporation for the part of the fiscal year elapsed since the date of the last annual statement to the date of acceptance by the Corporation of the offer to sell the stock.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 9th day of November, 1989.

WITNESS

Frank B. Walsh, Jr.

C. E. Roydhouse II (SEAL)
Charles E. Roydhouse, II

3193 0627

BOOK 238 PAGE 557

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 24 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	30	Organ. & Capitalization
61	28	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 Corp. 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
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: FRANK B. WALSH, JR.
1300 WEST STREET
ANNAPOLIS, MARYLAND
21401

TOTAL FEES 40

✓ Check _____ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T. Jr.

3193 0629

0000 0560

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 558

ARTICLES OF INCORPORATION
OF
C. E. ROYDHOUSE COMPANY.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 24, 1989 AT 9:46 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2909638

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
FRANK B. WALSH, JR.
1200 WEST STREET
ANNAPOLIS MD 21401

104C3032554

A 313343

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3193 0625

AT5-060

0000 0561

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-20-89 at 10:44 .m.

JACK FEES, LTD.

A Maryland Close Corporation

Organized Pursuant to Title Four of the

Corporations and Associations Article of the

Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Gerald Fees, whose post office address is 417 Severn Avenue, Annapolis, Maryland 21403, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is JACK FEES, LTD.

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

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

(1). To build custom houses or houses on speculation.

(2). To purchase property for the purposes of constructing houses, development, or speculation.

(3). To organize, incorporate and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law;

(4). To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon corporations formed under the Acts above referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in futherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, or to limit or restrict the generality of any other

S32 40251
3193 0575
1990 NOV -2 PM 1:45
J. F. CLERK
NICHOLL SCHAFER
CLERK
0000 0562

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

purpose, object or business, or to limit or restrict any of the powers of the Corporation, and the said Corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article Fourth of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FIFTH: The post office address of the principal office of the Corporation in this State is 417 Severn Avenue, Annapolis, Maryland 21403. The name and post office address of the Resident Agent of the Corporation in this State is Gerald Fees, 417 Severn Avenue, Annapolis, Maryland 21403. The 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 Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Gerald Fees.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15 day of November, 1989, and I acknowledge the same to be my act.

Susan I McGinn
Witness

Gerald Fees
Gerald Fees

0171C

3193 0576

0000 0563

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 561

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 22 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
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31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: William M. Simmons
Esquire
135 Gorman Street
P.O. Box 2566
Annapolis, MD 21404

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

3193 0577

0000 0564

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 562

ARTICLES OF INCORPORATION
OF
JACK FEES, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 10:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2909554

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 M. SIMMONS ESQUIRE
135 GORMAN STREET
P.O. BOX 2266
ANNAPOLIS MD 21404

104C3032546

A 313335

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO,
3193 0574

A15-060

0000 0565

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

RECEIVED '89 NOV 27 PM 12 50

STATE DEPT. OF ASSESSMENTS & TAXATION

BOOK 238 PAGE 563

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION. APPROVED FOR RECORD 11/27/89 at 12:50 p.m.

ARTICLES OF INCORPORATION

A Close Corporation

of

PM MARINE, INC.

THIS IS TO CERTIFY:

That I, the undersigned, Louis N. Phipps, Jr., whose post office address is 1797 West Street, Annapolis, Maryland 21401, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

ARTICLE I - NAME

The name of the corporation, which is hereinafter referred to as "the Corporation" is: PM MARINE, INC.

ARTICLE II - STATUS OF CORPORATION

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

ARTICLE III - PURPOSE

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

(1) To purchase for resale, and sell for profit, motor yachts.

J. F. CLERK

1990 MAY -4 PM 1:45

H. ERIC SCHAFER CLERK

53110378

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0000 0566

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(2) To invest and manage corporate funds in any lawful manner.

(3) To purchase, lease, and otherwise acquire, hold, mortgage, rent and otherwise dispose of all kinds of property, real, personal and mixed, both in Maryland and in any part of the world.

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

ARTICLE IV - ADDRESS OF PRINCIPAL OFFICE

The post office address of the principal office of the Corporation in Maryland is 1797 West Street, Annapolis, Maryland 21401.

ARTICLE V - RESIDENT AGENT

The resident agent of the Corporation is Louis N. Phipps, Jr. whose post office address is 1797 West Street, Annapolis Maryland 21401. Said resident agent is a citizen of Maryland and actually resides therein.

ARTICLE VI - CAPITAL STOCK

The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) without par value, all of one class. The Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock,

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CLERK'S NOTATION
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without par value, for such consideration as said Corporation may deem advisable, irrespective of the value or amount of such consideration, after first obtaining the unanimous approval of the stockholders of the Corporation.

ARTICLE VII - DIRECTORS

After the completion of the organizational meeting of the Directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is Louis N. Phipps, Jr.

ARTICLE VIII - AMENDMENT

The Corporation, upon unanimous approval of the stockholders, reserves the right to make from time to time any amendments to this charter which may now or hereafter be authorized by law.

ARTICLE IX - DURATION

The duration of the Corporation shall be perpetual.

ARTICLE X - INDEMNIFICATION

1. As used in this Article X, 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 stockholder or officer of the Corporation in connection with a

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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 stockholder 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 stockholder 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 stockholder or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an unanimous vote of the stockholders of the Corporation that indemnification of such corporate representative other than a present or former stockholder or officer is proper under the circumstances.

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

WITNESS:

R E Lui

Lou N Phipps Jr

LOUIS N. PHIPPS, JR.

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE OF MARYLAND :

COUNTY OF Anne Arundel :

I HEREBY CERTIFY that on the 27th day of November, 1989, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Anne Arundel, personally appeared LOUIS N. PHIPPS, JR. and acknowledged the foregoing Articles of Incorporation to be his act.

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

Lisa P. Grove
Notary Public

LISA P. GROVE NOTARY PUBLIC ANNE ARUNDEL CO., MD

My Commission Expires: 7-1-90

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BOOK 238 PAGE 568

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	11	1 Certified Copy 5
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 Corp. 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

TOTAL FEES _____

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Rice, Tucker & Rich
P.O. Box 589
Annapolis, Md ~~210~~ 21404

101 Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: A. Dy.

CERTIFIED COPY MADE

3193 0385

0000 0571

BOOK 238 PAGE 569

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
PM MARINE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 27, 1989 AT 12:50 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2909208

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
RICE, TUCKER & RICH
P.O. BOX 589
ANNAPOLIS MD 21404

104C3032511
A 313317

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

AT5-060

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 238 PAGE 570

APPROVED FOR RECORD

11-30-89 at 8:43 AM

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

ARTICLES OF INCORPORATION

FIRST: WE, the subscribers, JAMES W. BOOKER and ROSINA M. BOOKER, whose post office address is 345 Tulip Oak Court, Linthicum, Maryland 21090, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

J & R LUBE, INC.

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

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

(1) To operate a retail Jiffy Lube franchise for the purpose of oil changes, lubrication and minor repairs of automobiles.

(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 345 Tulip Oak Court,

J. F. CLERK

93240259

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Linthicum, Maryland 21090. The name and post office address of the Resident Agent of the Corporation in this State is JAMES W. BOOKER, 345 Tulip Oak Court, Linthicum, Maryland 21090. 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 (1000) shares of common stock, without par value.

SEVENTH: The number of directors shall be two (2), which number may be increased or decreased pursuant to the ByLaws of the Corporation. The name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified is JAMES W. BOOKER.

EIGHTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the rights of the Corporation) by reason of the fact that they are or were such director, officer, employee, or agent of the Corporation, or are or were serving at the request of the Corporation as a director,

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit, or proceeding, if they acted in good faith and in a manner which they reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that they are or were such a director, officer, employee, or agent of the Corporation, or are or were serving at the request of the Corporation, or are or were serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by them in connection with the defense or settlement of such action or suit if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation, except

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CLERK'S NOTATION
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that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of their duty to the Corporation unless and only to the extent that the Court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application, that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expense which such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article EIGHTH or in defense of any claim, issue, or matter therein, they shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by them in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHTH.

(4) Any indemnification under paragraph (1) or (2) of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because

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CLERK'S NOTATION
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they have met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article EIGHTH. SUch determination shall be made; (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant of this Article EIGHTH shall not be deemed exclusive of any other rights to

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CLERK'S NOTATION
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whose those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

IN WITNESS WHEREOF, We have signed these Articles and severally acknowledge same to be my act.

WITNESS:

Michelle Lynn Lusby

Michelle Lynn Lusby

James W. Booker
JAMES W. BOOKER

Rosina M. Booker
ROSINA M. BOOKER

EAGLE-A
TROJAN BOND
25% COTTON FIBER

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 576

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

DOCUMENT CODE 02 BY BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	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
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 Corp. 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 _____

TOTAL FEES 40.00

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: ARNOLD R. SILBIGER, ESQUIRE
SILBIGER BUILDING
1338 SULPHUR SPRING ROAD
BALTIMORE, MARYLAND 21227

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

3193 0555

0000 0579

BOOK 238 PAGE 577

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
J & R LUBE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 8:43 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2909521

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
ARNOLD R. SILBIGER, ESQUIRE
SILBIGER BUILDING
1338 SULPHUR SPRING ROAD
BALTIMORE MD 21227

104C3032543

A 313332

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

A15-060

0000 0580

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 578

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR REC

11-21-89 at 9:52 p.m.

ARTICLES OF INCORPORATION

OF

HOMES BY ANGE, INC.

First: I, Bruce A. Krain, whose post office address is 170 Jennifer Road, Suite 200, Annapolis, Maryland 21401, being at least eighteen (18) years of age, hereby form a corporation under the Maryland General Corporation Law.

Second: The name of the corporation is HOMES BY ANGE, INC. ("Corporation").

Third: The purpose for which the Corporation is formed is to buy, sell, lease, or improve real property, and to engage in any and all lawful businesses which the Board of Directors may authorize. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

Fourth: The address of the principal office of the Corporation is 160 Oak Drive, Pasadena, Maryland 21122. The name and address of the resident agent are Bruce A. Krain, 170 Jennifer Road, Suite 200, Annapolis, MD 21401.

Fifth: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000), all of one class called Common Stock. The stock has no par value.

Sixth: The number of Directors of the Corporation shall be one (1) until changed as provided by the By-Laws of the Corporation. The name of the person who will serve as Director until the

03280321

3193 0344 1990 MAY -2 PM 1:45

H. EARL SCHAFER
CLERK

AMOU 05 A

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

first annual meeting of the stockholders and until her successor is elected and qualifies is BARBARA E. ANGE.

Seventh: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act this 22nd day of November, 1989.

Bruce A. Krain

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 580

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

DOCUMENT CODE 02 2 4 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Timothy S. Smith

MAIL TO ADDRESS: CAWOOD, KRAIN, LOTRIDGE + KELLY, P.A. ESQ.
SUITE 200
170 JENNIFER ROAD
ANNAPOLIS, MARYLAND 21401

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T.

3193 0346

0000 0583

BOOK 238 PAGE 581

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
HOMES BY ANGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 24, 1989 AT 9:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2909133

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
TIMOTHY S. SMITH
CAWOOD, KRAIN, LOTRIOFE & KELLY
SUITE 200
170 JENNIFER ROAD
ANNAPOLIS MD 21401

104C3032504

A 313310

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

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 582

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-24-89 at 8:36 P.M.

ARTICLES OF INCORPORATION

OF

GROWTH DEVELOPMENT ASSOCIATES, INC.

FIRST: I, Wayne T. Kosmerl, whose address is Post Office Box 3323, Annapolis, Maryland 21403, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

GROWTH DEVELOPMENT ASSOCIATES, INC.

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

(1) To engage in the business of sales and marketing consulting.

(2) To carry on any other business in connection with the foregoing, whether manufacturing or otherwise;

(3) To acquire (by purchase, lease, or otherwise), own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of real property, or any interest or right therein, wherever situated, within or without the State of Maryland;

(4) To organize, incorporate and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law; and

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

(6) To do any act or thing and exercise any power suitable, convenient or proper for the accomplishment of any

1989 NOV 24 P 8:28

3193 0240 1990 NOV -2 PM 1:45

J.F. CLERK

HARRY SCHAFER
CLERK

B3288104

0000 0585

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such powers; and

(7) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise, either alone or in connection with any person, firm, association or corporation; and

(8) To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon corporations formed under the Acts above referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business, or to limit or restrict any of the powers of the corporation, and the said corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article Third of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in this State is 1202 John Ross Court, Crownsville, Maryland 21032. The name and post office address of the Resident Agent of the Corporation in this State is Eric Richardson, 1202 John Ross Court, Crownsville, Maryland 21032. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000), all of one class.

SIXTH: 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), provided that so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. The name of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified is: Eric Richardson, Lorraine Richardson, and Wayne T. Kosmerl.

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.

(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,

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CLERK'S NOTATION
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before issuance of such shares, the preferences, rights, voting powers, restrictions and qualification of, the dividends on, the time and prices of redemption of, and the conversion of, such shares.

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

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

NINTH: The Corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is

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CLERK'S NOTATION
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or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actual any reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of fact that he is or was such a director or officer or an employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article NINTH.

(4) Any indemnification under paragraph (1) or (2) of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf

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CLERK'S NOTATION
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of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standard and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22 day of November, 1989, and I acknowledge the same to be my act.

WITNESS:

Michael A. Howey

Wayne T. Kosmerl

Wayne T. Kosmerl

temp\eg\growinco.mas

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BOOK 238 PAGE 589

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 7B BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	13	1 Certified Copy 7
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 133

ATTENTION: SHERAH A. THOMPSON

MAIL TO ADDRESS: _____

TOTAL FEES 53

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DMT

3193 0247

0000 0592

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 590

ARTICLES OF INCORPORATION
OF
GROWTH DEVELOPMENT ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 24, 1989 AT 8:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2908952

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
COUNCIL, BARADEL, KOSMERL
& NOLAN, P.A.
POST OFFICE BOX 3323
222 SEVERN AVENUE
ANNAPOLIS MD 21403 0323

104C3032486

A 313295

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2192 0225

AT5-060

0000 0593

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 591

AUCTION SPECIALISTS, INC.

John Koelbel Auctioneer-Broker

505 BALTIMORE AVENUE, TOWSON, MD. 21204

(301) 823-0047

November 21, 1989

State Dept. of Assessments & Taxation
301 West Preston Street
Baltimore, Maryland 21201

RE: RESIDENT AGENT CHANGE OF ADDRESS

To whom it may concern,

On behalf of John D. Koelbel, Resident Agent for Auction Sepcialists, Inc., I Terrie J. Schafer, secretary for said corporation, do hereby notify the Department of Assessments and Taxation of a change of address for said agent from 505 Baltimore Avenue, Towson, Maryland 21204 to 500 W. Joppa Rd. Towson, Maryland 21204, to become effective immediately.

Enclosed, please find check in the amount of Eight Dollars ($8.00) to cover the recordation fee for the above stated change of address.

Sincerely,

Terrie J. Schafer

Terrie J. Schafer - Sec.
Auction Specialists, Inc.

ASI/ts

enc.

93266359

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

1989 NOV 22 P 4:47

11-22-89 at 9:47 a.m.

1989 NOV -2 PM 1:45
CLERK

"Baltimore's Leading Full Service Realty Auction Company"

0000 0594

BOOK 238 PAGE 592

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52

D1695022 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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 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 Corp. Registration
87		_____ Limited Part. Good Standing
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 _____

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Auction Specialist Inc
505 Baltimore Avenue
Towson, MD 21204

TOTAL FEES $10.00

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC CM

3193 0066

0000 0595

BOOK 238 PAGE 593

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
AUCTION SPECIALISTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 22, 1989 AT 9:47 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	$

D1695022

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
AUCTION SPECIALIST, INC.
505 BALTIMORE AVENUE
TOWSON MD 21204

103C3032449

A 313256

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3193 0064

AT5-060

0000 0594

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
at 11:28a

ALL-CARE SURGI CENTER, INC.

ARTICLES OF AMENDMENT 11-21-89

All-Care Surgi Center, Inc., a Maryland corporation, having its principal office in Baltimore City, Maryland (which is hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

(a) Article Seventh of the Charter is amended in its entirety to read as follows:

SEVENTH: (COMMON STOCK): The following rights and restrictions shall be imposed upon the authorized issued common stock:

(a) (VOTING RIGHTS) Each issued share of the common stock hereinabove referred to, shall be entitled to one vote. Each unissued share of said common stock shall be entitled to no vote.

(b) (PREEMPTIVE RIGHTS) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to a holder or the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of a holder or the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(c) (DIVIDENDS) All dividends will be shared by the issued common stock on a share and share alike basis.

SECOND: The amendment does not increase the authorized stock of the Corporation.

THIRD: The foregoing amendment to the Charter of the Corporation has been advised by the Board of Ditectors and approved by the stockholders of the Corporation.

STATE DEPT. OF ASSESSMENTS & TAXATION
89 NOV 21 AM 11 28
RECEIVED
1990 NOV -2 PM 1:45
J.F.
R. EARLE SCHAFER
CLERK

6634n:11/07/89
15950-1

3192 2686
0000 0597

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

IN WITNESS WHEREOF, All-Care Surgi Center, Inc. has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on November ___, 1989.

WITNESS: ALL-CARE SURGI CENTER, INC.

Secretary By President

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

President

6634n:11/07/89
15950-1

3192 2697

0000 0598

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 596

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

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 52

D1933514 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 048

ATTENTION: Corporate

MAIL TO ADDRESS: _____

TOTAL FEES 20

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: JOCM

3192 2688

0000 0599

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 597

ARTICLES OF AMENDMENT
OF
ALL-CARE SURGI CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 21, 1989 AT 11:28 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	$

D1933514

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
PIPER & MARBURY
CORPORATE
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

103C3032413

A 313226

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3192 2685

AT5-060

0000 0600

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

AMO-RIX, INC.
RIC, INC.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-20-89 at 2:29 p.m.

ARTICLES OF TRANSFER

THIS IS TO CERTIFY THAT:

FIRST: Amo-Rix, Inc. (the "Transferor") agrees to sell to RIC, Inc. (the "Transferee") substantially all of its property and assets.

SECOND: Both the Transferor and Transferee were incorporated under the laws of the State of Maryland.

THIRD: The name and address of the principal place of business of the Transferee is:

RIC, Inc. d/b/a Club Ritchie
5008 Ritchie Highway
Brooklyn Park, Maryland 21061

FOURTH: The principal office of the Transferor in the State of Maryland is in Anne Arundel County. The principal office of the Transferee in the State of Maryland is in Baltimore City. The Transferor owns no interest in land in the State of Maryland.

FIFTH: The nature and amount of consideration to be paid by the Transferee for the property and assets of the Transferor is cash in the amount of $25,000.00.

SIXTH: The terms and conditions of the transaction described in these Articles of Transfer were duly advised, authorized and approved by the board of directors and by the stockholders of the Transferor, in the manner and by the vote required by the laws of the State of Maryland and the charter of the Transferor, as follows:

a) The board of directors of the Transferor, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the board, adopted a resolution declaring that the terms and conditions of the transaction described herein were advisable and directing that the proposed transaction be submitted for consideration by the stockholders of the Transferor.

b) A consent in writing, setting forth approval of the terms and conditions of the transaction described herein as so proposed was signed by all stockholders of the Transferor entitled to vote thereon, and such consent is filed with the records of stockholder meetings of the Transferor.

1989 NOV -2 PM 1:45
CLERK
J.F. CLERK
RECEIVED
NOV 20 PM 2 29
STATE DEPT. OF ASSESSMENTS & TAXATION

93268024

93258018

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0000 0801

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

SEVENTH: The terms and conditions of the transaction described in these Articles of Transfer were duly advised, authorized and approved by the Transferee, in the manner and by the vote required by the laws of the State of Maryland and the charter of the Transferee, as follows:

The Board of Directors of the Transferee, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the board, adopted a resolution declaring that the terms and conditions of the transaction described herein were advised, authorized and approved.

EIGHTH: Each undersigned President acknowledges these Articles of Transfer to be the corporate act of the respective corporate party on whose behalf he has signed, and further, as to all matters or facts required to be verified under oath, each such President acknowledges that to the best of his knowledge, information and belief, these matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, these Articles of Transfer have been duly executed by the parties hereto this 16th day of November, 1989.

WITNESS:

AMO-RIX, INC.

By: Mildred Pegelow Pres (SEAL)
Mildred Pegelow, President

WITNESS:

RIC, INC.

By: Richard Earl Hepple (SEAL)
Richard Earl Hepple, President

AVR23/4824P

3192 2607

0000 0602

BOOK 238 PAGE 600

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 12 2B BUSINESS CODE _____ COUNTY 02

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

~~Merging~~ (Transferor) Amo-Rix, Inc.

D 2437598

~~Surviving~~ (Transferee) RIC, Inc.

D 2876498

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	20	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	4	Certificate of ~~Merger~~/Transfer
		Corporate records
		Baltimore City
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 Corp. 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 _____

TOTAL FEES 24

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code 065

ATTENTION:_____

MAIL TO ADDRESS:_____

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: JRO CM

3192 2608

0000 0603

BOOK 238 PAGE 601

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF TRANSFER
OF
AMO-RIX, INC. (A MD CORP.) TRANSFEROR
AND
RIC, INC. (A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1989 AT 2:29 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$
CERTIFICATE TO BALTIMORE CITY	4.00	
	$24.00 TOTAL	
	D2876498	

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
WEINBERG & GREEN
100 SOUTH CHARLES STREET
BALTIMORE MD 21201

103C3032397

A 313213

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

AT5-000

0000 0604

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 602

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-28-89 at 10:28 p.m.

DL
AA

ARTICLES OF INCORPORATION
ALARMS PLUS, INC.

FIRST: WE, CRAIG A. CONNER and GERRY L. HARRIS, whose post office address is 6201 Shady Side Road, Shady Side, Maryland 20764, being at least eighteen 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 ALARMS PLUS, INC.

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

(1) To engage in wiring for low voltage systems for residential and commercial buildings; and to engage in any other lawful purpose and 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 6201 Shady Side Road, Shady Side, Maryland 20764. The name and post office address of the Resident Agent of the Corporation in this State is GERRY HARRIS, 6201 Shady Side Road, Shady Side, Maryland 20764. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000)

9326 216

3192 2421

1990 MAY -2 PM 1:45

M. ROSE SCHAFER
CLERK

1990 MAY 2 U 10:22

0000 0685

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

shares of common stock, without par value.

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

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: CRAIG A. CONNER and GERRY L. HARRIS.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends,

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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 form the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Maryland General Corporation Law now or hereafter in force.

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

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money

3192 2423

0000 0607

CLERK'S NOTATION
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damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, we have signed these Articles Of Incorporation this 21 day of November 1989, and we acknowledge the same to be our act.

Craig A Conner
CRAIG A. CONNER

Gerry L Harris
GERRY L. HARRIS

BOOK 238 PAGE 606

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: DOUGLAS B. CORDING ESQ.

MAIL TO ADDRESS: 7 WILLOW STREET ANNAPOLIS, MARYLAND 21401

TOTAL FEES _____

40 Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: A Dr

3192 2425

0000 0609

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 607

ARTICLES OF INCORPORATION
OF
ALARMS PLUS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 22, 1989 AT 10:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2908630

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
DOUGLAS B. CORDING, ESQ.
7 WILLOW STREET
ANNAPOLIS MD 21401

103C3032362

A 313187

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3192 3420

AT5-060

0000 0610

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 608

SPRINGFIELD PROPERTIES, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Donald A. Miller, Jr., Donald A. Miller, Sr., and Judith Miller, all of whose post office addresses are 1947 Montivideo Road, Jessup, Maryland 20794, 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 hereinafter called the Corporation) is:

SPRINGFIELD PROPERTIES, INC.

THIRD: The porposes for which the Corporation is formed are as follows: To operate a real estate business renting and leasing property to various tenants and lessees; To acquire, take, receive, hold, use and employ, sell, mortgage, lease, dispose of and other wise deal with any property , real or personal, situated in the City of Baltimore and the Counties of the State of Maryland and elsewhere; To handle investments, make loans, make contracts with anyone for the more successful promotion of the object and porposes of said Corporation; To receive income and make payments necessary to conduct business activities; To issue stock in the manner permitted by law; To have necessary offices to carry on said businesses. The aforegoing clauses shall be construed both as objects and powers; and it hereby expressly provided that the aforegoing enumeration of specific powers, shall not be held to limit or restrict in any manner the powers of this Corporation. In general to carry on any other business inconnection with the aforegoing and to have and to exercise all the powers conferred by the laws of the State of Maryland on corporations.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1947 Montivideo Road, Jessup, A.A.Co, Md. 20794. The name and post office address of the resident agent of the Corporation in Maryland are Donald A. Miller, Jr. 1947 Montivideo Road, Jessup, Md. 20794.

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
11-24-83 at 10:47 a.m.

RECEIVED
1983 NOV 24 AM 10 47
STATE DEPT. OF ASSESSMENTS & TAXATION

1983 MAY -2 PM 1:45
CLERK

LAW OFFICE
GORTMAN L. [illegible]
420 ST. PAUL ST
BALTIMORE, 2, MD

0000 0611

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

SEVENTH: The number of directors of the Corporation shall be three (3) which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three stockholders, the nunber of directors may be less than three but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Donald A. Miller, Jr, Donald A. Miller, Sr, and Judith Miller.

EIGTH: Ther duration of the Corporation shall be perpetual.

INWITNESS WHEREOF, We have signed these Articles of Incorporation on 20th day of November, 1989, and severally acknowledge the same to be our act.

Donald A. Miller, Jr

Donald A. Miller, Sr.

Judith Miller

LAW OFFICES
BERTRAM L. PUTZEL
420 ST. PAUL ST
BALTIMORE, MD

3192 2454

0000 0612

BOOK 238 PAGE 610

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

J.M.T.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) ____ Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Bertram L. Potenken
425 St. Paul Street
Balto., Md. 21201

TOTAL FEES 70

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: J.M.T.

3192 2455

0000 0613

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
SPRINGFIELD PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 24, 1989 AT 10:47 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2908705

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
BERTRAM L. POTEMKEN
425 ST. PAUL STREET
BALTO. MD 21201

103C3032369

A 313190

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
2192 2452

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-26-89 at 10:03a m.

RADIATION ANALYSIS GROUP, INC.

ARTICLES OF AMENDMENT

Radiation Analysis Group, Inc., a Maryland Corporation, having its principal office at 2930 Edgewater Drive, Edgewater, Maryland 21037, hereafter referred to as the "Corporation," hereby certifies to the State Department of Assessments and Taxation of Maryland, the "Department" that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety, Article FIFTH, and by substituting in lieu thereof, the following:

> FIFTH: The total number of shares of stock which the Corporation shall have the authority to issue is Fifty Thousand (50,000) shares, all of one class, of a par value of ten cents ($.10) each, and of the aggregate par value of Five Thousand Dollars ($5,000.00).

THIRD: By Written Informal Action unanimously taken by the Board of Directors of the Corporation pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Amendment, and by Written Informal Action unanimously taken by the Stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved said Amendment.

LAW OFFICES
ROSE & MITCHELL, P.A.
GLENCO BUILDING
ROWE BOULEVARD
ANNAPOLIS, MD 21401
268-4900
269-0066
858-6366

STATE DEPT. OF ASSESSMENTS & TAXATION
'89 DEC 26 AM 10 03
RECEIVED
1990 MAY -2 PM 1:45
MARY W. SCHAFER
CLERK

53598140 0049
0000 0615

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

In witness whereof, Radiation Analysis Group, Inc., has caused these presence 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 Assistant Secretary on this 22nd day of December, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of Radiation Analysis Group, 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 be best of his knowledge, information, and belief.

ATTEST:

William C. Mitchell, Jr.
Assistant Secretary

RADIATION ANALYSIS GROUP, INC.

BY: David H. Sharp
David H. Sharp, President

3201 0047

0000 0614

BOOK 238 PAGE 614

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 097 BUSINESS CODE 03 COUNTY 52

D1735422 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: William Mitchell Jr
Glenco Bldg.
Rowe Blvd
Annapolis Md
21401

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JS CS

3201 0048

0000 0617

BOOK 238 PAGE 615

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF AMENDMENT
OF
RADIATION ANALYSIS GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 1989 AT 10:03 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	$

D1735422

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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 MITCHELL, JR.
GLENCO BLDG.
ROWE BUILDING
ANNAPOLIS MD 21401

125C3032390

A 319309

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

7201 0045

AT6-060

0000 061A

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 616

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/27/89 at 10:05 AM

RECEIVED
'89 DEC 26 AM 10 19
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF MERGER

MERGING

MURRAY, MARTIN and OLSON, INC.
a corporation of the State of Maryland

INTO

THE LOOMIS COMPANY
a corporation of the State of Pennsylvania

FIRST: THE LOOMIS COMPANY, a corporation organized and existing under the laws of the State of Pennsylvania, and MURRAY, MARTIN and OLSON, INC., a corporation organized and existing under the laws of the State of Maryland, agree that said MURRAY, MARTIN and OLSON, INC. shall be merged into said THE LOOMIS COMPANY. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these articles of merger.

RECEIVED
'89 DEC 27 AM 10 05
STATE DEPT. OF ASSESSMENTS & TAXATION

SECOND: THE LOOMIS COMPANY, a corporation organized and existing under the laws of the State of Pennsylvania, shall survive the merger and shall continue under the name THE LOOMIS COMPANY.

THIRD: The parties to the articles of merger are:

Parties to Merger	State of Incorporation	Date of Incorporation
THE LOOMIS COMPANY Formerly: THE LOOMIS COMPANIES, LTD.	PA	8/5/82
LOOMIS INSURANCE AGENCY CORPORATION	PA 93618321	2/28/77
INSURANCE INCORPORATED	PA 93618322	2/5/71

1990 MAY -2 PM 1:45
W. ERIC SCHAFER
CLERK
93618323

0000 0619

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

MURRAY, MARTIN & OLSON OF FLORIDA, INC.	FL	10/3/77
THIRD PARTY ADMINISTRATORS, INCORPORATED	PA	12/19/83
HEALTH PLAN ADMINISTRATORS, INC.	PA	8/11/86
INSURANCE SERVICES CORPORATION	DE	1/12/89
LOOMIS INVESTMENTS, INC.	DE	5/19/89
MURRAY, MARTIN and OLSON, INC.	MD	1/12/62

FOURTH: No amendments to the charter of the surviving corporation are to be effected as part of the merger:

FIFTH: The total number of shares of stock of all classes for each corporation are:

THE LOOMIS COMPANY, formerly: THE LOOMIS COMPANIES, LTD.
100,000 shares authorized at $100.00 par value

MURRAY, MARTIN and OLSON, INC.
5,000 shares authorized at 0 par value

LOOMIS INSURANCE AGENCY CORPORATION
10,000 shares authorized at $10.00 par value

INSURANCE INCORPORATED
5,000 shares authorized at $100.00 par value
200,000 shares without par value

MURRAY, MARTIN & OLSON OF FLORIDA, INC.
7,000 shares authorized at $1.00 par value

THIRD PARTY ADMINISTRATORS, INCORPORATED
20,000 shares authorized at $1.00 par value

HEALTH PLAN ADMINISTRATORS, INC.
1,000,000 shares authorized at $10.00 par share

INSURANCE SERVICES CORPORATION
1,000 shares authorized at $.01 par value

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

LOOMIS INVESTMENTS, INC.
1,000 shares authorized at $1.00 par value

SIXTH: All shares of the merged corporations shall be cancelled.

SEVENTH: The principal office of said MURRAY, MARTIN and OLSON, INC., organized under the laws of the State of Maryland, is located in the County of Anne Arundel, State of Maryland.

None of the corporations that are parties to the Articles owns property, the title to which could be affected by the recording of an instrument among the Land Records.

EIGHTH: The location of the principal office of the surviving corporation in the State of Pennsylvania, the state of its incorporation, is 625 Spring Street, Wyomissing, Pennsylvania 19610 and the name and post office address of a resident agent of said surviving corporation in Maryland, is The Corporation Trust Incorporated, 32 South Street, Baltimore, MD 21202

NINTH: The terms and conditions of the merger transaction as set forth in these Articles of Merger were advised, authorized and approved by MURRAY, MARTIN and OLSON, INC., in the manner and by the vote required by its charter and the laws of Maryland. The manner in which the merger was approved is as follows:

The merger was (a) duly advised by the board of directors of said MURRAY, MARTIN and OLSON, INC., by the adoption

7201 0024

0000 0621

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

on December 15, 1989, of a resolution declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these articles of merger, and directing that the proposed merger be submitted for action thereon at a special meeting of the stockholders of said corporation, and (b) duly approved by the stockholders of said corporation in the manner and by the vote required by law at the said meeting of the stockholder held on December 15, 1989, by the affirmative vote of the holders of all of each class of stock entitled to vote separately thereon.

TENTH: The terms and conditions of the transaction as set forth in these articles were duly advised and authorized and approved by said THE LOOMIS COMPANY in the manner and by the vote required by the laws of the State of Pennsylvania and by the charter of the said corporation. The manner in which the merger was approved is as follows:

Adopted by action of Board of Directors pursuant to Pennsylvania Business Corporation Law of 1988 and approved by consent in writing, setting forth the action so taken, signed by all of the shareholders entitled to vote thereon, and filed with the Secretary of the Corporation.

The terms and conditions of the transaction as set forth in these articles were duly adopted by each of the remaining corporations in a manner consistant with the laws of their respective states.

3201 0025

0000 0622

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

IN WITNESS WHEREOF, THE LOOMIS COMPANY, MURRAY, MARTIN and OLSON, INC., LOOMIS INSURANCE AGENCY CORPORATION, INSURANCE INCORPORATED, MURRAY, MARTIN & OLSON OF FLORIDA, INC., THIRD PARTY ADMINISTRATORS, INCORPORATED, HEALTH PLAN ADMINISTRATORS, INC., INSURANCE SERVICES CORPORATION, and LOOMIS INVESTMENTS, INC., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on behalf their by their respective PRESIDENT and witnessed or attested by their respective ASSISTANT SECRETARY as of the 21st day of DECEMBER, 1989.

THE LOOMIS COMPANY

By _____
James R. Loomis
President

Attest:
Robert A. Mason
Robert Mason
Assistant Secretary

MURRAY, MARTIN and OLSON, INC.

By _____
James R. Loomis
President

Attest:
Robert A. Mason
Robert Mason
Assistant Secretary

3201 0026

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

LOOMIS INSURANCE AGENCY CORPORATION

By _____
James R. Loomis
President

Attest: _____
Robert Mason
Assistant Secretary

INSURANCE INCORPORATED

By _____
James R. Loomis
President

Attest: _____
Robert Mason
Assistant Secretary

MURRAY, MARTIN & OLSON OF FLORIDA, INC.

By _____
James R. Loomis
President

Attest: _____
Robert Mason
Assistant Secretary

THIRD PARTY ADMINISTRATORS, INCORPORATED

By _____
James R. Loomis
President

Attest: _____
Robert Mason
Assistant Secretary

3201 0027

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

HEALTH PLAN ADMINISTRATORS, INC.

By _____
James R. Loomis
President

Attest: _____
Robert Mason
Assistant Secretary

INSURANCE SERVICES CORPORATION

By _____
James R. Loomis
President

Attest: _____
Robert Mason
Assistant Secretary

LOOMIS INVESTMENTS, INC.

By _____
James R. Loomis
President

Attest: _____
Robert Mason
Assistant Secretary

3201 0022

0000 0625

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

THE UNDERSIGNED, JAMES R. LOOMIS, PRESIDENT of THE LOOMIS COMPANY, MURRAY, MARTIN and OLSON, INC., LOOMIS INSURANCE AGENCY CORPORATION, INSURANCE INCORPORATED, MURRAY, MARTIN & OLSON OF FLORIDA, INC., THIRD PARTY ADMINISTRATORS, INCORPORATED, HEALTH PLAN ADMINISTRATORS, INC., INSURANCE SERVICES CORPORATION AND LOOMIS INVESTMENTS, INC., who executed on behalf of said corporations the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporations, the foregoing Articles of Merger to be the corporate act of said corporations and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

3301 0029

0000 0624

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 624

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

DOCUMENT CODE 11 A BUSINESS CODE _____ COUNTY 52

_____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (~~Transferor~~) Murray, Martin and Olson, Inc.

Surviving (~~Transferee~~) The Loomis Company (Pa)

~~D159~~ D0157719

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63	20	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	14	1 Certified Copy 8
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 007

ATTENTION: _____

MAIL TO ADDRESS: _____

TOTAL FEES _____

84 Check ___ Cash

1 Documents on 3 checks

APPROVED BY: ACS

NOTE:
A 36950 - 12/27/89 Mell

CERTIFIED COPY MADE

3301 0030

0000 0627

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 625

ARTICLES OF MERGER
OF
MURRAY, MARTIN AND OLSON, INC.
(A MD CORP.)
INTO
THE LOOMIS COMPANY
(UNQUALIIFED - PA) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1989 AT 10:05 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	$

D0157719

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
THE CORPORATION TRUST INCORPORATE
D
32 SOUTH STREET
BALTIMORE MD 21202

125C3032385

A 319305

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3201 0021

AT5-060

0000 062A

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 626 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD 12/27/89 at 8:30

MIKE'S WHOLESALE BAIT CO., INC.

ARTICLES OF AMENDMENT ELECTING CLOSE CORPORATION STATUS

Mike's Wholesale Bait Co., Inc., a Maryland Corporation, having its principal office at 801 Brandy Farms Lane, Gambrills, Maryland, 21054, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by adding to Article Second and substituting in lieu thereof the following:

> **SECOND**: The name of the Corporation (which is hereinafter called the "Corporation" is: MIKE'S WHOLESALE BAIT CO., INC. The Corporation shall be a Close Corporation as authorized by Title 4 of the Corporations and Associations of the Annotated Code of Maryland, as amended.

SECOND: The resident agent of the Corporation is hereby changed from John Baldea to Michael J. Baldea who is an individual actually residing in this State and his address is 801 Brandy Farms Lane, Gambrills, Maryland, 21054.

THIRD: The post office address of the principal office of the Corporation in this State is hereby changed from 1174 Bayview Vista, Cape St. Claire, Maryland, 21401, to its current principal office address of 801 Brandy Farms Lane, Gambrills, Maryland, 21054.

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

IN WITNESS WHEREOF, Mike's Wholesale Bait Co., inc., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be affixed hereto on this 1 day of Dec., 1989, and its President acknowledges that these Articles of Amendment are the act and deed of

HILLMAN BROWN & DARROW, P.A.
Attorneys-at-Law
Post Office Box 666
Annapolis, Maryland 21404-0666
(301) 263-3131
(301) 269-5554
(301) 685-5500

1989 NOV 30 PM 1:30

7533-1

1990 MAY -2 PM 1:45

H. ERIC SCHAFER
CLERK

J.F. CLERK

93618082

3201 0012

0000 0629

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Mike's Wholesale Bait Co., 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:
By:
Assistant Secretary

MIKE'S WHOLESALE BAIT CO., INC.

By: Michael J. Baldea
Michael J. Baldea, President

3201 0013

BOOK 238 PAGE 628

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 52

D1437730 ___ P.A. ___ Religious ✓ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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 _____

TOTAL FEES 20

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Hillman Brown + Darrow
221 Duke of Gloucester St.
Annapolis, Md 21401

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: PCM CS

NOTE: Change to a close corp

3201 0014

0000 0631

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 629

ARTICLES OF AMENDMENT
OF
MIKE'S WHOLESALE BAIT CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1989 AT 8:30 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	$

D1437730

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
HILLMAN, BROWN AND DARROW
221 DUKE OF GLOUCESTER STREET
ANNAPOLIS MD 21401

125C3032383

A 319303

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER FOLIO 3201 0011

AT5-060

0000 0632

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 630

PASADENA FURNITURE AND APPLIANCE CO., INC.

ARTICLES OF AMENDMENT

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-26-89 at 9:03a.m.

Pasadena Furniture and Appliance Co., Inc., a Maryland corporation having its principal office in Pasadena, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to increase the number of shares of authorized capital stock of the Corporation to Ten Thousand (10,000) shares by striking in its entirety 5. of the Charter and by substituting in lieu thereof the following new Section 5 of the Charter:

> "5. The total amount of authorized capital stock is ten thousand (10,000) shares with zero par value."

SECOND: This amendment was advised by the Board of Directors and approved by the Stockholders of the Corporation.

THIRD: Immediately before this Amendment, the Corporation was authorized to issue one class of stock consisting of five hundred (500) shares of no par common stock.

FOURTH: Following this Amendment, the Corporation will be authorized to issue one class of stock consisting of ten thousand (10,000) shares of no par common stock.

IN WITNESS WHEREOF, Pasadena Furniture and Appliance Co., 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 6 December 1989, and each such signature hereby acknowledges these Articles

1989 DEC 26 A 9:03

1989 DEC 18 A 9:30

1990 MAY -2 PM 1:45

H. EARL SCHAFER
CLERK

035982350 2852

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

of Amendment to be the act of the Corporation and further certifies that to the best of his knowledge, information and belief, the matters and facts set forth herein are true in all respects, under the penalties of perjury.

ATTEST:

PASADENA FURNITURE AND APPLIANCE CO., INC.

Margaret R Kenney
Secretary

By: John R Kenney Jr.
John R. Kenney, Jr., President

3936B/3-4
KFB:2

ALL STATE BOND
RAD CONTENT

3200 2857

0800 0634

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 092

BUSINESS CODE 03

COUNTY 52

D0169409

___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		Property Reports and ____ Personal late filing penalties
		Change of P.O., R.A. or R.A.A.
		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Kevin Bress
Friedman & Friedman
409 Wash. Ave
900
Towson Md 21204

40

✓ Check ___ Cash

Documents on ____ checks

NOTE:

ED BY: JW CS

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

0000 0635

BOOK 238 PAGE 633

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF AMENDMENT
OF
PASADENA FURNITURE AND APPLIANCE CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 1989 AT 9:03 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
$

D0169409

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
KEVIN BRESS
FRIEDMAN & FRIEDMAN
409 WASHINGTON AVENUE #900
TOWSON MD 21204

125C3032365

A 319285

DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

0000 0634

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 633

ARTICLES OF AMENDMENT
OF
PASADENA FURNITURE AND APPLIANCE CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 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	$ 20.00	$

D0169409

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
KEVIN BRESS
FRIEDMAN & FRIEDMAN
409 WASHINGTON AVENUE #900
TOWSON MD 21204

125C3032365

A 319285

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 2351

AT5-060

0000 0637

BOOK 238 PAGE 633

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF AMENDMENT
OF
PASADENA FURNITURE AND APPLIANCE CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 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	$ 20.00	$

D0169409

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
KEVIN BRESS
FRIEDMAN & FRIEDMAN
409 WASHINGTON AVENUE #900
TOWSON MD 21204

125C3032365

A 319285

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 2851

AT5-060

0000 063A

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 634 STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-26-89 at 10:18a

GOV. RITCHIE AUTO SALES, INC.

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

AMENDMENT TO ARTICLES OF INCORPORATION

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 automotive sales, service and repairs; and to engage in any other lawful purpose and 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 98 Georgia Avenue, Glen Burnie, Maryland 21061. The name and post office address of the Resident Agent of the Corporation in this State are Michael E. Ballard, 98 Georgia Avenue, Glen Burnie, Maryland 21061. 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 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: Michael E. Ballard.

TENTH: The Board of Directors and Stockholders approve this Amendment.

WE, Michael E. Ballard and Ulrica M. Ballard, hereby acknowledge on behalf of Gov. Ritchie Auto Sales, Inc., that the

93590190
1990 MAY -2 PM 1:46
3200 2743
R. ERNEST SCHAFER
CLERK
0000 0639

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

foregoing Articles of Amendment are the corporate act of said Corporation and further certify under the penalties of perjury to the best our knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

Michael E. Ballard
MICHAEL E. BALLARD, Stockholder,
President and Director

Ulrica M. Ballard
ULRICA M. BALLARD, Stockholder
Secretary/Treasurer

3200 2744

0000 0640

BOOK 238 PAGE 636

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 52

D 2245744 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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

TOTAL FEES 20

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: JS CS

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
✓ Other Change add close

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Terrance Maternick
5 Crain Hwy NE
Glen Burnie Md
21061

NOTE: add close

3200 3745

0000 0641

BOOK 238 PAGE 637

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF AMENDMENT
OF
GOV. RITCHIE AUTO SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 1989 AT 10:18 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	$

D2245744

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
TERRANCE MATERNIAK
5 CRAIN HIGHWAY, N.E.
GLEN BURNIE MD 21061

125C3032343
A 319268

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2200 2742

AT5-060

0000 0642

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

238 638

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
ACCEPTED FOR RECORD
12-20-89 at 9:09a

ARTICLES OF AMENDMENT

OF

SAVINGS & LOAN LAWYERS OF MARYLAND, INC.

Savings & Loan Lawyers of Maryland, Inc., a non-stock Maryland corporation, having its principal office in Glen Burnie, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

First: The charter of the Corporation is hereby amended by striking our paragraph "First" and inserting in lieu thereof the following:

> "First: The name of the corporation is: 'Financial Institutions Lawyers of Maryland, Inc.'"

Second: The charter of the Corporation is also hereby amended by striking out article "Third" in its entirety and inserting in lieu thereof the following:

> "Third: The principal office of the corporation in the State of Maryland will be located at 655 Crain Highway, S.E., Glen Burnie, Maryland 21061. The name and address of the Resident Agent of the Corporation in Maryland are Carl A. Muly, 655 Crain Highway, S.E., Glen Burnie, Maryland 21061. Said Resident Agent is a citizen of Maryland and actually resides therein."

Third: The board of directors of the Corporation, at a meeting duly convened and held on September 10, 1989, adopted a resolution in which was set forth the foregoing amendments to the charter, declaring that said amendments of the charter were advisable and directing that it be submitted for action thereon at a special meeting of the members of the Corporation to be held on November 8, 1989.

Fourth: Notice setting forth the said amendments of charter and stating that a purpose of the meeting of the members would be to take action thereon, was given as required by law, to all members of the Corporation entitled to vote thereon. The amendments of the charter of the Corporation, as hereinabove set forth, were approved by the members of the Corporation, as hereinabove set forth, were approved by the members of the Corporation at said meeting

1989 DEC 20 A 9:09

93548126

1990 MAY -2 PM 1:46

3200 2623

A. F. CLERK

H. CALE SCHAFER
CLERK

WARTZMAN, OMANSKY, BLIBAUM, SIMONS & MULY, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
GLEN BURNIE, MD.

M&M 57 11-1-89

0000 0643

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

Fifth: The amendments of the charter of the Corporation, as hereinabove set forth, has been duly advised by the board of directors and approved by the members of the Corporation.

IN WITNESS WHEREOF, Savings & Loan Lawyers of Maryland, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 8th day of November, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of Savings & Loan Lawyers of Maryland, 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:

SAVINGS & LOAN LAWYERS
OF MARYLAND, INC.

Carl A. Muly,
Secretary

By: Michael L. Snyder
President

SAVINGS & LOAN LAWYERS OF MARYLAND, INC. 1957

WARTZMAN, OMANSKY, BLIBAUM, SIMONS & MULY, P.A.
ATTORNEYS AND COUNSELLORS AT LAW
GLEN BURNIE, MD.

M&M 67 11-1-89

BOOK 238 PAGE 640

CLERK'S NOTATION
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STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 9478 BUSINESS CODE 04 COUNTY 52

D 0068353 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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
TOTAL FEES	20	

Name Change (New Name) Financial Institutions Lawyers of Maryland, Inc.

✓ Change of Name
✓ Change of Principal Office
___ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Savings & Loan Lawyers of Maryland Inc. 655 Crain Highway Glen Burnie, Md 21061

✓ Check ___ Cash

___ Documents on ___ checks

NOTE:

APPROVED BY: MCS

3200 2585

0000 0645

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF AMENDMENT
OF
SAVINGS & LOAN LAWYERS OF MARYLAND, INC.
CHANGING ITS NAME TO:
FINANCIAL INSTITUTIONS LAWYERS OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 20, 1989 AT 9:09 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: $

RECORDING FEE PAID: $ 20.00

SPECIAL FEE PAID: $

D0068353

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
SAVINGS AND LOAN LAWYERS OF MARYL
AND, INC.
655 CRAIN HIGHWAY
GLEN BURNIE MD 21061

125C3032330
A 319255

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

3200 2692

AT5-060

BOOK 238 PAGE 642

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

12-26-89 at 9:40 a.m.

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION

OF

ANNAPOLIS TILE, INC.

(A Close Corporation)

FIRST: The undersigned, Michael W. Keller, whose post office address is 2014-B Renard Court, Annapolis, Maryland 21403, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

ANNAPOLIS TILE, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by the General Corporation Law of Maryland.

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

(a) To engage in general carpentry and construction of improvements and associated endeavors.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers, and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description, to carry on and transact any and all business concerning real estate transactions and business associated thereto.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises, and assets of every kind, or any corporation, co-partnership or individual (including the estate of a decedent),

1989 DEC 26 A 9:40

1990 MAY -2 PM 1:46

J. F. CLERK

M. ERLE SCHAFER
CLERK

7200 2633

93598163

0000 0647

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds, or other securities of the Corporation or otherwise.

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

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

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, and other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes,

3200 3634

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CLERK'S NOTATION
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securities or other evidences of indebtedness created or issued by any such other corporation or association.

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

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

(k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of tis branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries.

(l) To enter into any contractual relationship and to conduct any business in any way so long as this Corporation shall not be acting in a manner contrary to law.

FIFTH: The Post office address of the principal office of the Corporation in Maryland is: 2014-B Renard Court, Annapolis, Maryland 21403.

The name and post office address of resident agent is Michael W. Keller, 2014-B Renard Court, Annapolis, Maryland 21403.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND ($5,000) shares of common of no par value, all of one class.

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CLERK'S NOTATION
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SEVENTH: The number of directors of the Corporation shall be Two (2), which number may be increased pursuant to the By-Laws of the Corporation but shall never be less than One. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Michael W. Keller and Joanne Gober.

EIGHTH: The duration of the Corporation shall be perpetual.

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

Michael W. Keller
MICHAEL W. KELLER

STATE OF MARYLAND
COUNTY OF

On this 15th day of November, 1989, before me, the undersigned officer, personally appeared Michael Keller, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Debra Alexis Bishop
Notary Public

DEBRA ALEXIS BISHOP NOTARY PUBLIC ANNE ARUNDEL CO. MD.

My commission Expires: 7/1/90

(Keller.AOI)

3200 3638

0000 0650

BOOK 238 PAGE 646

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE A 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Merle F. Maffly, P.A.
Attorney at Law
113 Cathedral Street
Annapolis, Maryland 21401

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: MH

3300 2637

0000 0651

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 647

ARTICLES OF INCORPORATION
OF
ANNAPOLIS TILE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 1989 AT 9:40 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

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

D2926566

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
MERLE F. MAFFEI, P.A. ATTORNEY AT LAW
113 CATHEDRAL STREET
ANNAPOLIS MD 21401

125C3032327
A 319252

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 0672

AT5-060

0000 0652

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 648

STATE DEPT. OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/26/89 at 1:03 P.m.

ARTICLES OF INCORPORATION
OF
GENLAG, INC.

FIRST: The undersigned, Gerald M. Katz, whose post office address is 115 Sudbrook Lane, Suite 204, Baltimore, Maryland 21208, being over eighteen years of age and acting as incorporator, hereby forms a Corporation under the Maryland General Corporation Law.

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

GENLAG, INC.

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

(a) to invest in, develop and acquire nursing homes and other related entities; and

(b) to invest in partnerships or joint ventures for the investment in and development and acquiring of nursing homes and other related entities; and

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

FOURTH: The post office address of the principal office of the Corporation in this State is 7779 New York Lane, Glen

RECEIVED 89 DEC 26 PM 1 03 STATE DEPT. OF ASSESSMENTS & TAXATION

1990 MAY -2 PM 1:46 J.F. CLERK
N. EARL SCHAFER
CLERK

93618058

3200 2520

0000 0653

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Burnie, Maryland 21061. The resident agent of the Corporation in this State is Gary L. Attman, whose post office address is 7779 New York Lane, Glen Burnie, Maryland 21061. Said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar ($1.00) 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).

SIXTH: The Corporation shall have three (3) Directors (which number may be increased or decreased, but to not less than the number of stockholders, pursuant to the By-Laws of the Corporation), Leonard J. Attman, Alvin M. Powers, and Gary L. Attman, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable.

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(b) No contract or other transaction between this Corporation and any other corporation, partnership, individual or other entity 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 directors, principals, partners or officers of such other entity, or are pecuniarily or otherwise interested in such contract, transaction or act; provided that (i) the existence of such relationship or such interest shall be disclosed to the Board of Directors or to a committee of the Board of Directors if the matter involves a committee decision, and the contract, transaction or act shall be authorized, approved or ratified by a majority of disinterested directors on the Board or on such committee, as the case may be, even if the number of disinterested directors constitutes less than a quorum or (ii) the contract, transaction or act shall be authorized, ratified or approved in any other manner permitted by the Maryland General Corporation Law.

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

(d) The Board of Directors shall have the power to classify or reclassify any unissued stock, whether now or hereafter authorized, by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to

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CLERK'S NOTATION
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dividends, qualifications, or terms or conditions of redemption of such stock.

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

(f) Unless otherwise provided by the Board of Directors, no holder of stock of any class shall be entitled to preemptive rights to subscribe for or purchase or receive any part of any new or additional issue of stock of any class of the Corporation or securities convertible into stock of any class of the Corporation.

(g) (i) The liability of directors and officers to the Corporation or its stockholders for money damages shall be limited to the maximum extent that the liability of directors and officers of Maryland corporations is permitted to be limited by Maryland law. This limitation on liability shall apply to events occurring at the time a person serves as a director or officer of the Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted.

(ii) To the maximum extent permitted by the Maryland law, the Corporation shall indemnify its currently acting and its former directors against any and all liabilities and

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CLERK'S NOTATION

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expenses incurred in connection with their services in such capacities, shall indemnify its currently acting and its former officers to the full extent that indemnification shall be provided to directors, and shall indemnify, to the same extent, its employees and agents and persons who serve and have served, at its request as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture or other enterprise. The Corporation shall advance expenses to its directors, officers and the other persons referred to above to the extent permitted by Maryland law. The Board of Directors may by Bylaw, resolution or agreement make further provision for indemnification of directors, officers, employees and agents to the extent permitted by Maryland law.

(iii) References to Maryland law shall include the Maryland General Corporation Law as from time to time amended. Neither the repeal or amendment of this paragraph (g), nor any other amendment to these Articles of Incorporation, shall eliminate or reduce the protection afforded to any person by the foregoing provisions of this paragraph (g) with respect to any act or omission which shall have occurred prior to such repeal or amendment.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 26th day of December, 1989, and have acknowledged such Articles to be my act.

WITNESS:

Gerald M. Katz

3200 2524

0000 0657

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 653

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

DOCUMENT CODE D23 BUSINESS CODE 03 COUNTY SS

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	11	1 Certified Copy 5.00
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 Corp. 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 _____

TOTAL FEES 51.00

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Susan M. Woodin

MAIL TO ADDRESS: Law Offices of Gerald Katz, P.C.
Suite 204, Sudbrook Station
115 Sudbrook Lane
Pikesville, MD 21208

___ Check ___ Cash

NOTE:

2 Documents on 1 checks

APPROVED BY: DL D.J.

CERTIFIED COPY MADE

2525

0000 0658

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 654

ARTICLES OF INCORPORATION
OF
GENLAG, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 1989 AT 1:03 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2926327

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
SUSAN M. WOODIN
GERALD KATZ, P.C.
SUITE 204, SUDBROOK STATION
115 SUDBROOK LANE
PIKESVILLE MD 21208

12C3032303

A 319240

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

2200 2519

AT5-060

0000 0659

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-27-89 at 8:46 a.m.

BOOK 238 PAGE 655

JENSEN PAINTING CONTRACTORS, INC.
(A MARYLAND CLOSE CORPORATION)

FIRST: THE UNDERSIGNED JOHN JENSEN, WHOSE POST OFFICE ADDRESS IS 113 NORTH BREWER, ANNAPOLIS, MD 21401, BEING AT LEAST EIGHTEEN YEARS OF AGE, DOES HEREBY FORM A CORPORATION UNDER THE GENERAL LAWS OF THE STATE OF MARYLAND.

SECOND: THE NAME OF THE CORPORATION (WHICH IS HEREINAFTER CALLED THE "CORPORATION") IS JENSEN PAINTING CONTRACTORS, INC.

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:

(A) TO PERFORM INTERIOR AND EXTERIOR PAINTING AND OTHER DECORATING/REDECORATING ACTIVITIES FOR BOTH RESIDENTIAL AND COMMERCIAL CUSTOMERS.

(B) TO CONDUCT SUCH ACTS AND CARRY ON SUCH BUSINESS AS MAY BE PERMITTED BY SECTION 2-103 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 MARYLAND IS 113 NORTH BREWER, ANNAPOLIS, MD 21401. THE NAME AND POST OFFICE ADDRESS OF THE RESIDENT AGENT OF THE CORPORATION IN MARYLAND IS JOHN JENSEN, 113 NORTH BREWER, ANNAPOLIS, MD 21401.
SAID RESIDENT AGENT IS AN INDIVIDUAL ACTUALLY RESIDING IN THIS STATE.

SIXTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS 100 SHARES OF COMMON STOCK, WITHOUT PAR VALUE.

SEVENTH: AFTER THE COMPLETION OF THE ORGANIZATION MEETING OF THE DIRECTOR AND THE ISSUANCE OF ONE OR MORE SHARES OF STOCK OF THE CORPORATION, THE CORPORATION SHALL HAVE NO BOARD OF DIRECTORS. UNTIL SUCH TIME THE CORPORATION SHALL HAVE ONE DIRECTOR, WHOSE NAME IS JOHN JENSEN.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

NINTH: EXCEPT AS MAY OTHERWISE BE PROVIDED BY THE BOARD OF DIRECTORS OF THE CORPORATION, NO HOLDER OF ANY SHARES OF THE STOCK OF THE CORPORATION SHALL HAVE ANY PRE-EMPTIVE RIGHT TO PURCHASE, SUBSCRIBE FOR, OR OTHERWISE ACQUIRE ANY SHARES OF THE STOCK OF THE CORPORATION OF ANY CLASS NOW OR HEREAFTER AUTHORIZED, OR ANY SECURITIES EXCHANGEABLE FOR OR CONVERTIBLE INTO SUCH SHARES, OR ANY WARRANTS OR OTHER INSTRUMENTS EVIDENCING RIGHTS OR OPTIONS TO SUBSCRIBE FOR, PURCHASE OR OTHERWISE ACQUIRE SUCH SHARES.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION ON DECEMBER 21, 1989 AND ACKNOWLEDGE THE SAME TO BE MY ACT.

JOHN JENSEN

1990 MAY -2 PM 1:46
93618071
W. EARL SCHAFER
CLERK
S.F. CLERK
3200 2447
0000 0660

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 656

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

DOCUMENT CODE 02.2B BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Anne Arundel Accounting and Tax, Inc. 395 Hazelwin Drive Severna Park, MD 21146

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

0200 2449

0088 0661

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 657

ARTICLES OF INCORPORATION
OF
JENSEN PAINTING CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1989 AT 8:46 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

2

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

D2926210

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
ANNE ARUNDEL ACCOUNTING AND TALES
, INC.
395 HARWIN DRIVE
SEVERNA PARK MD 21146

125C3032292

A 319229

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 2446

AT5-069

0000 0662

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BOOK 238 PAGE 658
APPROVED FOR RECORD
12-21-89 at 8:39 a.m.

ARTICLES OF INCORPORATION

OF

SANDRIDGE HOMEOWNER'S ASSOCIATION, INC.

In compliance with the requirements of the laws of the State of Maryland, Corporations and Associations Article, Section 5-201, et. seq., the undersigned, all of whom are residents of the State of Maryland and all of whom are of full legal age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

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

"SANDRIDGE HOMEOWNER'S ASSOCIATION, INC."

ARTICLE II

The principal office of the Association is located at 2 Evergreen Road, Severna Park, Maryland 21146.

ARTICLE III

Fred Pritt, whose address is 2 Evergreen Road, Severna Park, Maryland 21146, is hereby appointed the initial Resident Agent of this Association; said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed to provide for maintenance, preservation and architectural control of the residence lots and Common Area within that certain tract of property described in Exhibit "A" attached hereto and made a part hereof,

1990 MAY -2 PM 1:46 J.F. CLERK 90618070
CLERK
0000 0663

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

and to promote the health, safety, and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Land Records for Anne Arundel County, Maryland, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length.

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an

3200 2439

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Stock Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. The Association shall not be authorized to issue stock.

ARTICLE VI

VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

(a) Class A. Class A Members shall be all Owners with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

(b) Class B. The Class B Members shall be the Declarant (as defined in the Declaration), and shall be entitled to one (1) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(1) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or

(2) Five (5) years from the date of recordation of the Declaration.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are: Fred Pritt, Susan Gearhart and Fred Pritt II.

At the first annual meeting, the members shall elect three (3) Directors for a term of one (1) year, and at each annual meeting thereafter the members shall elect three (3) Directors for a like term.

ARTICLE VIII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association,

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0000 0664

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX
DURATION

The Corporation shall exist perpetually.

ARTICLE X
AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership. In addition, the Class B members shall have the right without the consent of Class A members to amend these Articles at any time to meet the requirements of the Federal, State or local governmental agencies having jurisdiction over the design, construction and financing of the subdivision.

IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Maryland, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 22ND day of December, 1989, and acknowledge this instrument to be our act.

Fred Pritt

3200 3442

0000 0667

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Susan Gearhart

Susan Gearhart

Robert W. Warfield

Robert W. Warfield

R:fp7043.aoi

3200 2447

0000 0668

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

EXHIBIT "A"

B E I N G all those lots of ground more particularly shown on the Plat entitled "SANDRIDGE," which Plat is recorded among the Land Records of Anne Arundel County in Plat Book 115, Pages 17 and 18.

3200 2444

0000 0649

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 665

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 022P BUSINESS CODE 004 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 112

ATTENTION: Robert Warfield

MAIL TO ADDRESS: _____

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: MLA

3200 2449

0000 0670

BOOK 238 PAGE 666

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
SANDRIDGE HOMEOWNER'S ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1989 AT 8:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

8

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

D2926202

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
CORBIN, WARFIELD, SCHAFFER &
MEREDITH
4 EVERGREEN ROAD
SEVERNA PARK MD 21146 3897

125C3032291

A 319228

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER FOLIO 3300 2437

A15-060

0000 0671

BOOK 238 PAGE 667

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
12-27-89 at 9:14 a.m.

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION

OF

RICHARDSON NURSERY AND GARDEN CENTER, INC.

THIS IS TO CERTIFY:

FIRST: The undersigned, Donald R. Richardson Sr. and Mary Sue Richardson, whose post office address is 8336 Elvaton Road, Millersville, Maryland, 21108, both being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation by execution and filing of these articles.

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

RICHARDSON NURSERY AND GARDEN CENTER, INC.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or any other State or States of the United States, or any territory or possession thereof, whether presently or hereafter annexed, of the Dominion of Canada, or Mexico or any foreign country or countries, or any territory or possession thereof, whether presently or hereinafter annexed, are as follows:

(a) To engage in the nursery and garden center business and products or articles associated thereto, and any acts incidental thereto;

(b) To carry on any other type of business or perform any act not prohibited by law;

(c) The aforegoing enumeration of the purposes, objects and business of the corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law; and is not intended by the mention of any particular purpose,

1989 DEC 27 A 9:14

93618057 1990 MAY -2 PM 1:46

J.F. CLERK

R. CARL SCHAFER
CLERK

3200 3434

0000 0672

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned; or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 8336 Elvaton Road, Millersville, Anne Arundel County, 21108. The name and post office address of the resident agent of the Corporation in Maryland is Donald R. Richardson Sr., whose post office address is 8336 Elvaton Road, Millersville, Anne Arundel County, Maryland, 21108. 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 one thousand (1,000) shares of the par value of Fifty Dollars ($50.00) 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 Fifty Thousand Dollars ($50,000.00).

SIXTH: The number of directors of the Corporation shall be four (4) which number may be increased or decreased pursuant to the by-laws of the Corporation, 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, and the names of the directors who shall act until the first meeting or until successors are duly chosen and qualified are Donald R. Richardson Sr., Mary Sue Richardson, Laura L. Duckett, and Robert L.Duckett III.

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:

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

3200 2425

0000 0673

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(b) The Board of directors of the Corporation shall have full powers as authorized by statute and as set forth in its by-laws.

EIGHTH: The duration of the Corporation shall be perpetual.

3200 3426

0000 0674

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 23 day of December, 1989, and severally acknowledge the same to be our act.

WITNESS:

Nancy L Duckett — Donald R. Richardson Sr. (SEAL)
Donald R. Richardson Sr.

Nancy L Duckett — Mary Sue Richardson (SEAL)
Mary Sue Richardson

STATE OF MARYLAND, COUNTY OF Aa- :/ss/

I HEREBY CERTIFY that on this 23 day of Dec, 1989, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared Donald R. Richardson Sr. and Mary Sue Richardson, and jointly acknowledged the Articles of Incorporation to be their act and deed.

AS WITNESS my hand and Notarial Seal.

Nancy L Duckett
Notary Public

My Commision expires:

NANCY L. DUCKETT
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1990

3200 3437

0000 0675

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 671

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

DOCUMENT CODE 0292 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20.	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richardson Nursery
8338 Elvaston Road
Millersville, Maryland 21108

TOTAL FEES 110.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [illegible]

3200 2488

0000 0674

BOOK 238 PAGE 672

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
RICHARDSON NURSERY AND GARDEN CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1989 AT 9:14 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

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

D2926178

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
RICHARDSON NURSERY
8338 ELVATOR ROAD
MILLERSVILLE MD 21108

125C3032288

A 319225

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 2200 2422

AT5-060

0000 0677

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/27/89 at 10:54 a.m.

BOOK 238 PAGE 673

D & D MASONRY INC.
(A Maryland Close Corporation)

ARTICLES OF INCORPORATION

RECEIVED '89 DEC 27 PM 10 54 STATE DEPT OF ASSESSMENTS & TAXATION

FIRST: I, Richard E. Joy, whose post office box is 1330, Glen Burnie, Maryland 21061, and address is 7419 Baltimore-Annapolis Boulevard, Glen Burnie, Maryland 21061 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 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 from time to time. The name of the Corporation (which is hereinafter referred to as the "Corporation") is:

D & D MASONRY INC.

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

(A) To engage in the masonry business both as principal and subcontractor and to engage in any other lawful purpose of business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is:

396 Severn Crest Drive
Millersville, Maryland 21108

The name and post office address of the Resident Agent of the Corporation are:

David S. DeLullo
396 Severn Crest Drive
Millersville, Maryland 21108

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

FIFTH: The Corporation elects to have no Board of Directors. Until said election becomes effective, there will be one director of the said Corporation. Said director shall be DAVID SAMUEL DELULLO.

LAW OFFICES
LESSANS & TATE
7419 BALTIMORE
ANNAPOLIS BOULEVARD
POST OFFICE BOX 1330
GLEN BURNIE, MD 21061
(301) 760-5000

1990 MAY -2 PM 1:46
HERALD SCHAFER
CLERK
J.T. CLERK
93618285 3420

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

SEVENTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of the 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.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22 day of December, 1987, and I acknowledge the same to be my act.

Richard E. Joy

Richard E. Joy

LAW OFFICES
LESSANS & TATE
7419 BALTIMORE
ANNAPOLIS BOULEVARD
POST OFFICE BOX 1330
GLEN BURNIE, MD 21061
(301) 760-5000

3200 2421

0000 0679

BOOK 238 PAGE 675

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02gp BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
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NA		Foreign Corp. 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 _____

TOTAL FEES 40

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Dave Deluello

MAIL TO ADDRESS: 396 Severncrest Drive, Millersville, MD 21108

___ Check ✓ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: DLL D.J.

3300 2422

0000 0680

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 676

ARTICLES OF INCORPORATION
OF
D & D MASONRY INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1989 AT 1:54 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

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

D2926160

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
DAVE DELULLO
396 SEVERN CREST DRIVE
MILLERSVILLE MD 21108

125C3032287

A 319224

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 2419

AT5-060

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

RECEIVED
'89 DEC 27 PM 1 15
STATE DEPT. OF
ASSESSMENTS & TAXATION

PANHELLENIC CLUB OF ANNAPOLIS, INC.

A MARYLAND CORPORATION

ARTICLES OF INCORPORATION

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/27/89 at 1:15 .m.

FIRST: The name of the corporation (which is hereafter referred to as the "Corporation") is PANHELLENIC CLUB OF ANNAPOLIS, INC.

SECOND: The Corporation shall have members as prescribed in the By-Laws of the Corporation, who, acting collectively, shall be the highest policy-making body in the Corporation.

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

(a) The Corporation is organized exclusively for charitable purposes within Maryland and elsewhere within the United States, including, for such purposes, receiving and administering funds for purposes of financing educational opportunities for college bound students of Annapolis and Anne Arundel County who seek a college degree by presenting merit awards to qualified applicants, and to encourage mutual friendliness among the Corporations members. The charitable Corporation may promote all bona fide charitable purposes and also act in furtherance of other not for profit purposes (and for no other purpose), and to that end to take and hold, by devise, purchase, or lease, either absolutely or in trust for such objects and purposes of 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 federal law; and may 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 for 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, excluding specifically operating

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HERBERT SCHAFER
CLERK
3200 2359

CLERK'S NOTATION
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under any limitation which contains any provision which discriminates on the basis of race, color or religion; but no devise of any real, personal or mixed property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal for other than the charitable purposes of the Corporation in a completely non-discriminatory fashion; or as shall jeopardize the Federal income tax exemption 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 stock, bonds, obligations, or other securities of any corporation or other entity, but only for the foregoing purposes, or some of them; and , in general, to exercise any, all and every power for which a non-stock corporation organized under the applicable provisions of the Annotated Code of Maryland for charitable, educational and other not for profit purposes can be authorized to exercise, but only to the extent that the exercise of such powers is in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, officers, directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article THIRD thereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities unless permitted to be carried on by a corporation exempt from 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 4 Spindrift Way, Annapolis, Maryland, 21403. The name and post office address of the Resident

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CLERK'S NOTATION
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Agent of the Corporation in this State is Maryada Ritchie, 4 Spindrift Way, Annapolis, Maryland 21403. Said Resident Agent is an individual actually residing in this State and is over eighteen (18) years of age.

FIFTH: The Corporation is not organized for profit. It shall have no capital stock and shall not be authorized to issue capital stock.

SIXTH: The number of, qualifications for, and other matters relating to its members shall be set forth in the By-Laws of the Corporation.

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than permitted by law or more than five (5), and at all times shall be an odd number. The initial directors shall be: Maryada Ritchie, Kathy Murphey and Ev Alsberg.

EIGHTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other nonprofit charitable organization of this or any other state having a similar analogous character or purpose to the Corporation.

NINTH: 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 be not inconsistent with these Articles of Incorporation or contrary to the laws of the State of Maryland or the United States, in particular Section 501 of the Internal Revenue Code of 1954, as amended.

TENTH:

(a) It is intended that the Corporation 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

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

afterwards amended.

(b) The term "charitable purposes" shall be limited to and shall include only purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or afterwards amended.

ELEVENTH:

(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 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.

TWELFTH:

(a) As used in this Article TWELFTH, 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.

(b) The Corporation shall indemnify a present or former

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

(c) 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 or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative vote as a duly constituted meeting of the Corporation that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

THIRTEENTH: Pennye E. Parker of 8192 Great Bend Road, Glen Burnie, Maryland 21061 is the incorporator of the Corporation described herein, is eighteen (18) years old or older and forms said Corporation under the general laws of the State of Maryland.

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

WITNESS:

Barbara C Holsey

Pennye E Parker
PENNYE E. PARKER

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BOOK 238 PAGE 682

CLERK'S NOTATION
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STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BS BUSINESS CODE 04 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. 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

TOTAL FEES _____

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Charles Barksdale
7709 Quaterfield Rd
Glen Burnie, Md 21061

NOTE:

70 Check ___ Cash

___ Documents on ___ checks

APPROVED BY: A Ar

3200 3374

0000 0687

BOOK 238 PAGE 683

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
PANHELLENIC CLUB OF ANNAPOLIS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1989 AT 1:15 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

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

D2926095

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
CHARLES BERKSDALE
7709 QUARTERFIELD ROAD
GLEN BURNIE MD 21061

125C3032280

A 319217

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 2369

AT5-060

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CLERK'S NOTATION
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ARTICLES OF INCORPORATION

OF

PROPEL INDUSTRIES, LTD.

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STATE DEPT. OF ASSESSMENTS & TAXATION

FIRST: I, MARK KEVIN GOTJEN, whose post office address is 1448 Foxwood Court, Annapolis, Maryland 21401, being at least 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:

PROPEL INDUSTRIES, LTD.

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

(1) To engage in a construction and importing and exporting business; and

(2) To carry on any other business in connection with the foregoing, whether manufacturing or otherwise; and

(3) To acquire (by purchase, lease, or otherwise), own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of real property, or any interest or right therein, wherever situated, within or without the State of Maryland; and

(4) To organize, incorporate and reorganize subsidiary corporations, joint stock companies, and associations for any purpose permitted by law; and

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

(6) To do any act or thing and exercise any power suitable, convenient or proper for the accomplishment of any of the purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such powers; and

(7) To carry out all or any part of the foregoing objects as principal, factor, agent, contractor or otherwise,

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
12/27/89 at 11:44 .m.

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MERLE SCHAFER
CLERK
3300 2326

CLERK'S NOTATION
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either alone or in connection with any person, firm, association or corporation; and

(8) To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon corporations formed under the Acts above referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business, or to limit or restrict any of the powers of the corporation, and the said corporation shall have, enjoy and exercise all of the powers and rights now or hereafter conferred by statute upon corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article Third of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in this state is 1444 Foxwood Court, Annapolis, Maryland 21401. The name and post office address of the Resident Agent of the Corporation in this state are Donna G. McCabe, 222 Severn Avenue, Post Office Box 3323, Annapolis, Maryland 21403. Said Resident Agent is an individual actually residing in this state.

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

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

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CLERK'S NOTATION
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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: MARK KEVIN GOTJEN and RICHARD GRANT GAHAGAN.

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.

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

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

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

NINTH: The corporation shall provide any indemnification required or permitted by the laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is

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CLERK'S NOTATION
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threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such an director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as such court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in

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CLERK'S NOTATION
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defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article NINTH.

(4) Any indemnification under paragraph (1) or (2) of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standard and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

TENTH: The duration of the Corporation shall be perpetual.

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CLERK'S NOTATION
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IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19TH day of December, 1989, and I acknowledge the same to be my act.

WITNESS:

Robert L Baker

MARK KEVIN GOTJEN

temp\nfw\propelar.dgm

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BOOK 238 PAGE 690

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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 _____

TOTAL FEES 70

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 133

ATTENTION: _____

MAIL TO ADDRESS: _____

✓ Check ___ Cash NOTE:

___ Documents on ___ checks

APPROVED BY: PCM

3300 2332

0000 0695

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 691

ARTICLES OF INCORPORATION
OF
PROPEL INDUSTRIES, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1989 AT 11:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

7

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

D2926020

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
COUNCIL, BARADEL, KOSMERL
& NOLAN, P.A.
POST OFFICE BOX 3323
222 SEVERN AVENUE
ANNAPOLIS MD 21403 0323

125C3032273

A 319210

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

3200 1775

AT5-060

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/27/89 at 12:16 .m.

HOUSE ON WHEELS, INC.

(A Close Corporation)

ARTICLES OF INCORPORATION

FIRST: I, Charles W. Vallette, whose post office address is 205 Mustang Court, Gambrills, Maryland 21054, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is House on Wheels, 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 purpose for which the Corporation is formed are:

(a) To engage in the rental of motor homes and to perform all necessary and proper related services and activities in connection therewith.

(b) To manufacture, purchase, or otherwise acquire, own, mortgage, pledge, sell, assign, and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, and merchandise and real and personal property of every class and description.

STATE DEPT. OF ASSESSMENTS & TAXATION
RECEIVED
'89 DEC 27 PM 12 16

1990 MAY -2 PM 1:46
H. GALE SCHAFER
CLERK

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CLERK'S NOTATION
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(c) To acquire by purchase or lease, or otherwise, lands, and interest 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 re-build, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned,held or occupied; and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands, and in buildings or other structures, and any stores, shops, suites, rooms or parts of any buildings, or other structures any any time owned or held by the Corporation.

(d) To manage, sell, assign, transfer, lease, mortgage, pledge, or otherwise dispose of, or turn to account or deal with, all or any part of the property of the Corporation, and from time to time to vary any investments or employment of capital of the Corporation.

(e) The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law; and it is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business, or to limit or restrict any of the powers of the Corporation.

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CLERK'S NOTATION

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(f) 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; and to engage in any other lawful purpose and/or business.

FIFTH: The post office address of the principal office of the Corporation in this State is 205 Mustang Court, Gambrills, Maryland 21054. The name and post office address of the Resident Agent of the Corporation in this State is Carl A. Hamilton, 695 208th Street, Pasadena, Maryland 21122. Said Resident Agent is an individual actually residing in this State.

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

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

EIGHTH: Notwithstanding any provision of law requiring that such action be taken or authorized other than as provided in this Article, with respect to any action of the Corporation, such action shall be effective and valid only if taken or approved by the unanimous vote of the shares entitled to be cast thereon.

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

NINTH: Except as the By-Laws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served either the Corporation or any other entity at the request of the Corporation, in any capacity, while an Officer or Director of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any Officer or Director and no indemnification shall be provided for any employee or agent of the Corporation or any other entity unless the Officers shall, in their discretion, subject to the By-Laws, so direct.

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

Charles W. Vallette

Charles W. Vallette

892922.art

0000 0700

BOOK 238 PAGE 696

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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 _____
TOTAL FEES		

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Brown + McCormick
210 Crain Hwy N.W.
Glen Burnie, Md 21061

NOTE:

70 Check ___ Cash

___ Documents on ___ checks

APPROVED BY: A Az.

3200 2324

0000 0701

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 697

ARTICLES OF INCORPORATION
OF
HOUSE ON WHEELS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1989 AT 12:16 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2926012

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
BROWN & MCCORMICK
210 CRAIN HWY., N.W.
GLEN BURNIE MD 21061

125C3032272

A 319209

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3300 2719

AT5-060

0000 0702

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 698

CAWOOD, KRAIN, LOTRIDGE & KELLY, P.A.
ATTORNEYS AT LAW
SUITE 200
170 JENNIFER ROAD
ANNAPOLIS, MARYLAND 21401

KATHERINE K. CAWOOD
BRUCE A. KRAIN
ELLOYD E. LOTRIDGE
JOHN BROOKE KELLY

(301) 266-1337 (ANNAPOLIS)
(301) 841-5434 (BALTIMORE)
(301) 970-2203 (WASH. D.C.)
(301) 266-1309 (FAX)

December 11, 1989

Maryland Department of Assessments
and Taxation
Corporate Record Division
301 West Preston Street
Baltimore, MD 21201

Re: Change of Address of
Resident Agent and Principal
Office of Cawood, Krain, Lotridge
and Kelly, P.A.

Dear Sir/Madam:

Notice is hereby given by the undersigned of the change of his address of 60 West Street, Suite 401, Annapolis, Maryland 21401 to 170 Jennifer Road, Suite 200, Annapolis, Maryland 21401, as Resident Agent of Cawood, Krain, Lotridge & Kelly, P.A., to take effect immediately upon your receipt of this Notice.

Additionally, the change of the address of the principal office of Cawood, Krain, Lotridge & Kelly, P.A. from 60 West Street, Suite 401, Annapolis, Maryland 21401 to 170 Jennifer Road, Suite 200, Annapolis, Maryland 21401 shall take effect immediately upon your receipt of this Notice.

1989 DEC 22 A 9:51

Sincerely yours,

Bruce A. Krain

BAK:lgc

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
12-22-89 at 9:51 A.m.

3300 3175

1990 MAY -2 PM 1:46

CLERK

0000 0703

BOOK 238 PAGE 699

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52

#D2340131 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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 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 Corp. Registration
87		_____ Limited Part. Good Standing
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	

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Carwood
Grain, Totrudge & Kelly, P.A.
120 Jennifer Road
Suite 200
Annapolis, MD. 21401

1 Check ___ Cash NOTE:

1 Documents on 1 checks

APPROVED BY: RMC Cm

3200 3177

0000 0704

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 700

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
CAWOOD, KRAIN, LOTRIDGE & KELLY, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 22, 1989 AT 9:51 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	$

D2340131

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
CARWOOD, KRAIN, LOTRIDGE & KELLY,
P.A.
170 JENNIFER ROAD
STE. 200
ANNAPOLIS MD 21401

124C3032247
A 319182

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.
3200 2175

ATB-060

0000 0705

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

3-8-12-6-84

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/14/89 at 9:34

KEN HEPTING CONTRACTING, INC.

AMENDED ARTICLES OF INCORPORATION

FIRST: The undersigned Kenneth N. Hepting, whose past office address is 197 Eastern Court, Pasadena, Maryland 21122, being of full lawful age does hereby form a close corporation pursuant to the provisions of Title 4 of the Corporations an Associations Article of the Annotated Code of Maryland, and the General Laws of the State of Maryland.

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

KEN HEPTING - COVENANT CONTRACTING, INC.

The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors.

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

(a) To own, conduct, operate, maintain, and to carry on the business of constructing and/or improving homes, buildings, apartment houses, hotels, and structures of all kinds and of any nature or description whatsoever, the enueration of certain structures herein being for the purposes of example and shall not be construed as a limitation.

(b) To engage in the business of improving and or constructing structures of any kind for purposes of sale or resale and to engage in the business if developing real estate for sale or resale or rental or any other purpose.

1989 DEC 14 A 9:34
J.F. CLERK
1990 MAY -2 PM 1:46
RICHARD SCHAFER
CLERK
93488157
3200 2141

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

property, both real and personal, of every class and description, or any interest therein, necessary or desirable for carrying on the all businesses which the corporation is authorized to engage in.

(e) To carry on any other business which may seem to the Corporation to be calculated directly or indirectly to effectuate the aforesaid objects or any of them; to facilitate in the transaction of any other business that may be calculated directly or indirectly to enhance the value of its property and rights. The Corporation shall have and enjoy and exercise all of the rights and powers conferred by statute on corporations; and the enumeration of specific powers in these articles are made in furtherance and not in limitation of the powers conferred by law and no restrictions upon and power is intended in such specification or from any expression of said clauses.

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

(g) To loan or advance money with or without security, without limits as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, for money so borrowed or in payment for property purchased, or for any other lawful consideration, and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge or conveyence or assignment in trust of, the whole or any part 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 for its corporate purposes.

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

(i) To carry out all or any part of the aforesaid purposes,

3200 2147

0000 0707

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

IN WITNESS WHEREOF, I have signed this Amended Articles of Incorporation this 13th day of December 1989.

Kenneth N. Hepting
KENNETH N. HEPTING President

Sharon S. Hepting
SHARON HEPTING Secretary

I HEREBY ACKNOWLEDGE that the aforegoing Amended Articles of Incorporation are my act.

Kenneth N. Hepting
KENNETH N. HEPTING President

Sharon S. Hepting
SHARON HEPTING Secretary

3200 2145

0000 0708

BOOK 238 PAGE 706

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 10A BUSINESS CODE _____ COUNTY 52

#D 1839455 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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 _____

TOTAL FEES 20

Name Change (New Name) Ken Hepting - Covenant Contracting, Inc.

- X Change of Name
- ___ Change of Principal Office
- ___ Change of Resident Agent
- ___ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Kenneth Hepting
197 Eastern Ct
Pasadena, Md 21122

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: PCM cm

3200 2145

0000 0709

BOOK 238 PAGE 707

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

AMENDED ARTICLES OF INCORPORATION
OF
KEN HEPTING CONTRACTING, INC.
CHANGING ITS NAME TO:
KEN HEPTING - COVENANT CONTRACTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 14, 1989 AT 9:34 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	$

D1839455

TO THE CLERK OF THE COURT OF ANNE ARUNDEL COUNTY

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

RETURN TO:
KENNETH HEPTING
197 EASTERN COURT
PASADENA MD 21122

124C3032238
A 319176

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 2140

ATS-060

0000 0710

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/22/89 at 9:38 .m.

INTERNATIONAL TRANSMISSION AND BRAKE SERVICE, 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

ARTICLE I: The undersigned, Gary L. Sherman, whose post office address is 1362 Hazel Nut Court, Annapolis, Maryland 21401, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

INTERNATIONAL TRANSMISSION AND BRAKE SERVICE, INC.

ARTICLE III: 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.

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

A. To engage in and carry on a general automotive repair and service business, including the rebuilding, repair, restoration, replacement, servicing and maintenance of automobiles, trucks and all other types of motor vehicles, and their engines, motors, transmissions, brakes, wheels, drive trains, and all other mechanical parts thereof; to manufacture and deal in or with equipment, repairs and materials of any kind and all kinds useful or convenient thereto; to maintain a service and repair department for automobiles; to carry on a general automobile sales business; to engage in the buying and selling, at wholesale and retail, of new and used automobiles and automobile parts and accessories of all kinds and descriptions, and the conducting of the general business of rebuilding, repairing, replacing, servicing and maintaining automobiles and automobile parts and accessories and such other and further objects as may

53556247
1989 DEC 22 A 9:38
3200 1219
1990 MAY -2 PM 1:46
S.D.T. CLERK
NORRIS SCHAFER
CLERK
0000 0711

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for the said business; to maintain a brake, transmission, service and repair department for automotive vehicles; and to do any and every act or acts, thing or things necessary or incidental to, growing out of, or connected with the usual conduct of such business, businesses or any of them, or any part or parts thereof, for the accomplishment of any such purposes.

B. To design, write, prepare, place, publish and display, in any manner, advertisements, advertising, public relations materials, publicity and sales promotion material, and all other publicity devices and innovations of all kinds, for the above purpose or for any other purpose, for itself or for others.

C. To borrow or raise monies for any of the purposes of the Corporation and from time to time, without limit as to amount, to draw, make, accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment thereof and of the interest thereon by mortgage on or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the Corporation for its corporate purposes.

D. To purchase, receive by way of gifts, subscribe for, invest in and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, lend, let, export, mortgage, pledge,

3200 1220

0008 0712

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, produce, market and in all other ways deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wheresoever situated and however held, and to exercise in respect thereof all of the rights, powers, privileges and immunities of individual owners or holders thereof.

E. To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others, and to engage in any other lawful purpose and/or business and to do anything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the objects or powers herein set forth, and to do every other act and thing incidental thereto, calculated directly or indirectly to promote the interests of the Corporation or enhance the value of its property.

F. 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. The matters expressed in each of the foregoing clauses shall not be limited by reference to or inference from the terms of any other clause, and shall be regarded as independent objects, purposes and powers and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

3200 1221

0000 0713

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLE V: The post office address of the principal office of the Corporation in this State is Somerville Road at Old Solomons Island Road, Annapolis, Maryland 21401. The name and post office of the Resident Agent of the Corporation in Maryland is Gary L. Sherman, 1362 Hazel Nut Court, Annapolis, Maryland 21401. Said Resident Agent is an individual actually residing in this State.

ARTICLE VI: 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 one class.

ARTICLE VII: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) Director, namely Gary L. Sherman.

ARTICLE VIII: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of December, 1989 and acknowledge the same to be my act.

Witness

Gary L. Sherman (SEAL)

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, to wit:

I HEREBY CERTIFY that on this 20th day of December, 1989, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Gary L. Sherman and acknowledged the execution of the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Notary Public

My Commission expires: 7/1/90

7200 1332

0000 0714

BOOK 238 PAGE 712

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4p
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: anthony F. Christhelf, Esq.

MAIL TO ADDRESS: 124 South Street
P.O. Box 1524
Annapolis, MD
21404

TOTAL FEES 50.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: MC

3300 1223

0000 0715

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 713

ARTICLES OF INCORPORATION
OF
INTERNATIONAL TRANSMISSION AND BRAKE SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 22, 1989 AT 9:38 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2925592

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
ANTHONY F. CHRISTHILF
124 SOUTH STREET
P.O. BOX 1524
ANNAPOLIS MD 21404

124C3032185
A 319126

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO
3200 1218

AT5-060

0000 0714

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

12-22-89 at 11:46 a.m.

MID-ATLANTIC WRESTLING ALLIANCE, INC.

BOOK 238 PAGE 714

RECEIVED
'89 DEC 22 PM 3:08
STATE DEPT OF ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

FIRST: The undersigned, A. JOSEPH BARTENFELDER, whose address is Monument and Chesters Street, Northeast Market, Baltimore Maryland 21205, being at least eighteen (18) years of age, does hereby act as incorporator with the intention of forming 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

MID-ATLANTIC WRESTLING ALLIANCE, INC.

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

(a) To engage in, operate and promote a professional wrestling circuit and any and all related activities; and to carry on any and all business activities permitted by law; and

(b) To do anything permitted by Section 2-103 of the Maryland General Corporation Law, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation is 7951 Crane Highway South, Suite E, Glen Burnie, Maryland 21061. The name and post office address of the Resident Agent of the Corporation in this State is Alan K. Sakoloff, 7951 Crane Highway, Suite E, Glen Burnie, Maryland 21061. Said Resident Agent is a citizen of this State and actually resides herein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares of the par value of One Dollar ($1.00) per share.

SIXTH: At such time as there is stock outstanding, the Corporation shall have four (4) Directors at all times, which number may be increased or decreased pursuant to the Bylaws of the Corporation, provided, that if 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 and until their successors are duly chosen and qualify are A. Joseph Bartenfelder, Alan K. Sakoloff, William R. McCaffrey and Louis E. Martin.

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:

1990 MAY -2 PM 1:46
N. ERLE SCHAFER
CLERK

3200 1161

0000 0711

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized; and 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 or securities, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of the redemption of, and the conversion rights of such shares or securities.

(b) No contract or other transaction between the Corporation and any other corporation and no act of the Corporation shall in any way be affected or invalidated by the fact that any of the Directors or officers of the Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and Directors or officers of the Corporation individually, or any firm of which any Director or officer of the Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and any Director or officer of the Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation that shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested; provided that there has been full compliance with the provisions of the Maryland General Corporation Law, as amended from time to time.

(c) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted from time to time, no Director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the Charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to Directors and officers under this paragraph (c) with respect to any act or omission that occurred prior to such amendment or repeal.

(d) The Corporation shall indemnify past or present Directors and officers of the Corporation as and to the fullest extent permitted by the Maryland General Corporation Law, as amended from time to time.

(e) Except as may otherwise be provided by the Board of Directors from time to time, no holder of any shares of the stock of the Corporation shall have any preemptive right to subscribe for, purchase or otherwise acquire any shares of stock of the Corporation of any class, or any securities exchangeable for or convertible into such shares, or any warrants or other instru-

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CLERK'S NOTATION
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ments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, whether now or hereafter authorized.

(f) Notwithstanding any provision of law now or hereafter in effect requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be cast, to take or authorize any action, such action shall be valid and effective if taken or authorized upon the concurrence of a majority of the aggregate number of votes entitled to be cast thereon.

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

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 21st day of December, 1989, acknowledging the same to be his act.

WITNESS:

Robin Bartenfelder

A. Joseph Bartenfelder

3200 1163

0000 0719

BOOK 238 PAGE 717

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: J. Doring Lloyd
c/o Ober, Kaler, Grimes & Shriver
1600 Maryland National Bank Bldg
Baltimore, Md 21202

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT

3300 1164

0000 0720

BOOK 238 PAGE 718

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
MID-ATLANTIC WRESTLING ALLIANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 22, 1989 AT 11:46 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2925493

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
J. DORING LLOYD
C/O OBER,KALER, GRIMES, & SHRIVER
1600 MARYLAND NATL BANK BLDG.
BALTIMORE MD 21202

124C3032175

A 319116

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

7200 1160

AT5-060

0000 0721

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 238 PAGE 719

APPROVED FOR PAYMENT
12-26-89

~~ARTICLES OF INCORPORATION~~ 9:57 A .m.

OF

DAILY CARPENTER, INC.

(A Close Corporation)

FIRST: The undersigned, Chester Laurence Whitcher, whose post office address is 3617 Seventh Avenue, Edgewater, Maryland 21037, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

DAILY CARPENTER, INC.

THIRD: The Corporation shall be a Close Corporation as authorized by the General Corporation Law of Maryland.

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

(a) To engage in general carpentry and construction of improvements and associated endeavors.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

(c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

(d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers, and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares and merchandise of every description, to carry on and transact any and all business concerning real estate transactions and business associated thereto.

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good will, franchises, and assets of every kind, or any corporation, co-partnership or individual (including the estate of a decedent),

1989 DEC 26 AM 9:51

1990 MAY -2 PM 1:47 J.F. CLERK

N. ERLE SCHAFER
CLERK

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93598171

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, of stocks, bonds, or other securities of the Corporation or otherwise.

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

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

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, and other corporation or association in which the Corporation has an interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes,

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CLERK'S NOTATION
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securities or other evidences of indebtedness created or issued by any such other corporation or association.

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

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

(k) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of tis branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries.

(l) To enter into any contractual relationship and to conduct any business in any way so long as this Corporation shall not be acting in a manner contrary to law.

FIFTH: The Post office address of the principal office of the Corporation in Maryland is: 3617 Seventh Avenue, Edgewater, Maryland 21037.

The name and post office address of resident agent is Chester Laurence Whitcher, 3617 Seventh Avenue, Edgewater, Maryland 21037.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND ($5,000) shares of common of no par value, all of one class.

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CLERK'S NOTATION
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SEVENTH: The number of directors of the Corporation shall be One (1), which number may be increased pursuant to the By-Laws of the Corporation but shall never be less than One. The name of the Director who shall act until the first annual meeting or until their successors are duly chosen and qualified is: Chester Laurence Whitcher.

EIGHTH: The duration of the Corporation shall be perpetual.

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

Chester Laurence Whitcher
CHESTER LAURENCE WHITCHER

STATE OF MARYLAND
COUNTY OF

On this 15th day of November, 1989, before me, the undersigned officer, personally appeared Michael Keller, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Karen Episcopo
Notary Public

KAREN EPISCOPO NOTARY PUBLIC ANNE ARUNDEL CO. MD.

My commission Expires: 7/1/90

(Whitcher.AOI)

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 723

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40.00

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: DLL

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Merle F. Maffee
113 Cathedral St.
Annapolis, Md
21401

NOTE:

3200 1072

0000 0726

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 724

ARTICLES OF INCORPORATION
OF
DAILY CARPENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 1989 AT 9:51 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2925345

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
MERLE F. MAFFEI, P.A.
113 CATHEDRAL STREET
ANNAPOLIS MD 21401

124C3032160
A 319101

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

3200 1067

A15-060

0000 0727

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 238 PAGE 725 APPROVED FOR PAYMENT

12-26-89 at 8:30 A .m.

Z COMMUNICATIONS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Edward T. Love, whose post office address is 7600 Edenwood Court, Bethesda, Maryland 20817, 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 Z Communications, Inc.

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

(1) To operate a business to publish, print, bind, buy, sell, and generally, as publishers and printers, deal in magazines, pamphlets, leaflets, and papers, and to copyright the articles, stories, and discussions appearing therein; to sell advertising space in such magazines and other publications; to engage generally in the business of printers and publishers; to acquire the necessary real estate and plants for the proper conduct of such business.

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

(b) To carry on any business whatsoever that this Corporation may elect through majority vote and may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this Corporation, and to have and to exercise all powers conferred by the Laws of the

1990 MAY -2 PM 1:47 J.F. CLERK
MARLA SCHRATER CLERK
93598115 3200 1015

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

State of Maryland on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms associations or corporations, and in any part of the world.

The foregoing statement of 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, be in nowise 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 constructed 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 the aforesaid general powers.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Z Communications, Inc., 48 West Street, Annapolis, Maryland 21401. The name and post office address of the resident agent of the Corporation in this State are Richard A. Zmuda, 1133 Neptune Place, Annapolis, Maryland

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CLERK'S NOTATION
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21401. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, one dollar ($1.00) par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased, pursuant to the By-Laws of the Corporation, and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Richard A. Zmuda
Fred J. Ugast
Michael Harper

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 a 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

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CLERK'S NOTATION
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director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties of the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties of 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 22nd day of December, 1989, and I acknowledge the same to be my act.

WITNESS:

Francis J. Ortman

Edward T. Love

Edward T. Love

3200 1018

0000 0731

BOOK 238 PAGE 729

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BS BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Edward T. Love

MAIL TO ADDRESS: Artman, Love & Huckabay
4550 Montgomery Ave
Suite 340N
Bethesda, Md
20814-3304

TOTAL FEES 40.00

✓ Check ___ Cash

___ Documents on ___ checks

NOTE:

APPROVED BY: [signature]

3200 1018

0000 0732

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 730

ARTICLES OF INCORPORATION
OF
Z COMMUNICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26, 1989 AT 8:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2925253

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
ORTMAN, LOVE & HUCKABEY
4550 MONTGOMERY AVENUE
SUITE 340N
BETHESDA MD 20814 3304

124C3032151
A 319092

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 1014

AT5-060

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 731

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

12-21-89 at 8:37a.m.

ARTICLES OF AMENDMENT

OF

THE GARDINER GROUP, INC.

The Gardiner Group, Inc., a Maryland Corporation, having its principal office at 600 Baltimore Annapolis Blvd., Severna Park, MD 21146 (hereinafter referred to as the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland (the Department) that:

FIRST: The Charter of the Corporations hereby amended by changing the name of the Corporation from The Gardiner Group, Inc. to Small Business Tax Accountants, Inc., and therefore add to the caption of the Charter from and after the date of acceptance of these Articles of Amendment by the Department, the following language:

"SMALL BUSINESS TAX ACCOUNTANTS, INC., A Maryland Close Corporation, Organized Pursuant to Title Four of the Corporations and Associations Article of the Annotated Code of Maryland".

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

"SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is SMALL BUSINESS TAX ACCOUNTANTS, INC..

THIRD: By written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the

93558209

1990 MAY -2 PM 1:47

J.F. CLERK

HERBERT SCHAFER
CLERK

3200 0741

0000 0734

Annotated Code of Maryland, the stockholders of the Corporation duly approve said amendments.

IN WITNESS WHEREOF, The Gardiner Group, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this day of , 1989, and its President acknowledges that these Articles of Amendment are the act and deed of The Gardiner Group, 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:

N. SCOTT GARDINER, Secretary

THE GARDINER GROUP, INC.

BY: N. SCOTT GARDINER, President

BOOK 238 PAGE 732

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 733

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 94 BUSINESS CODE _____ COUNTY 52

#D2416246 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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 _____

TOTAL FEES 20

Name Change (New Name) Small Business Tax Accountants, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Joseph Rouse
7433 Balt. Annap Blvd.
Glen Burnie, MD
21061

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JO cm

3200 0743

0000 0736

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF AMENDMENT
OF
THE GARDINER GROUP, INC.
CHANGING ITS NAME TO:
SMALL BUSINESS TAX ACCOUNTANTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 21, 1989 AT 8:37 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	$

D2416246

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
JOSEPH ROUSE
7433 BALTIMORE ANNAPOLIS BLVD.
GLEN BURNIE MD 21061

12303032116

A 319055

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 0740

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ROBERT S. BARRANCO AND CATHERINE M. BARRANCO, P.A.

ARTICLES OF AMENDMENT

12-20-89 at 2:07 p.m.

ROBERT S. BARRANCO AND CATHERINE M. BARRANCO, P.A., a Maryland professional corporation, having its principal office at 495 Ritchie Highway, Severna Park, Maryland 21146 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

"SECOND: The name of the corporation (which is hereinafter called the "Corporation") is Barranco & Sons, P.A."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland (the "Article"), the Board of Directors duly advised that these Articles of Amendment be approved by the Corporation's stockholders, and by written informal action, unanimously taken by the stockholders of the Corporation, pursuant to and in accordance with Section 2-505 of the Article, the stockholders of the Corporation duly approved these Articles of Amendment.

RECEIVED
'89 DEC 20 PM 2 07
STATE DEPT OF
ASSESSMENTS & TAXATION

IN WITNESS WHEREOF, ROBERT S. BARRANCO AND CATHERINE M. BARRANCO, P.A. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 19 day

0355 132
1990 MAY -2 PM 1:47
3200 0739
0000 0738

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

of December, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of ROBERT S. BARRANCO AND CATHERINE M. BARRANCO, P.A. 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:

ROBERT S. BARRANCO AND
CATHERINE M. BARRANCO, P.A.

James E. Barranco,
Secretary

By: _____
Robert S. Barranco,
President

AOA167.219 rs3 [BARRANCO]

3200 0731

0000 0739

BOOK 238 PAGE 737

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 9A BUSINESS CODE 06 COUNTY 52

D0459347 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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 _____

TOTAL FEES 20

Name Change (New Name) Barranco & Sons, P.A

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 074

ATTENTION: _____

MAIL TO ADDRESS: _____

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JP CM

3200 0732

0000 0740

BOOK 238 PAGE 738

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF AMENDMENT
OF
ROBERT S. BARRANCO AND CATHERINE M. BARRANCO,
P.A.
CHANGING ITS NAME TO:
BARRANCO & SONS, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 20, 1989 AT 2:07 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D0459347

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
SMITH, SOMERVILE & CASE
100 LIGHT STREET
BALTIMORE MD 21202

123C3032113

A 319053

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3300 0729

AT5-060

0000 0741

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-21-89 at 9:14a M.

BROOKS AND WRIGHT INVESTMENTS, INC.
ARTICLES OF DISSOLUTION

BROOKS AND WRIGHT INVESTMENTS, INC., a Maryland corporation (hereinafter referred to as "the Corporation"), having its principal office in Annapolis, Anne Arundel County, Maryland, 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 1028 Harbor Drive, Annapolis, Maryland 21403.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution and until the affairs of the Corporation are wound up is Richard T. Wright, Esquire, Wright, Wright and Sussman, P.C., Suite 100, 2024 West Street, P. O. Box 6488, Annapolis, Maryland 21401.

FOURTH: The names and addresses of each director of the Corporation are as follows:

David L. Wright
1028 Harbor Drive
Annapolis, Maryland 21403

Edgar L. Brooks, III
1815 Glade Court
Annapolis, Maryland 21403

FIFTH: The names, titles and addresses of each officer of the Corporation are as follows:

David L. Wright, President
1028 Harbor Drive
Annapolis, Maryland 21403

Edgar L. Brooks, III, Secretary/Treasurer
1815 Glade Court
Annapolis, Maryland 21403

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 deemed advisable by resolutions adopted by an informal action of the Board of Directors of the Corporation, which said resolutions 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 duly approved by an informal action of the Stockholders of the Corporation.

1989 DEC 21 A
3200 0679
1990 MAY -2 PM 1:47
MERLE SCHAFER
CLERK
00000335

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Dissolution are accompanied by the Tax Clearance Certificates required 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, BROOKS AND WRIGHT INVESTMENTS, INC. has caused these Articles of Dissolution 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 20th day of December, 1989; and its President acknowledges that these Articles of Dissolution are the act and deed of BROOKS AND WRIGHT INVESTMENTS, INC. and, under penalties of perjury, that the matters and facts set forth herein are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

BROOKS AND WRIGHT INVESTMENTS, INC.

By _____
David L. Wright, President

STATE OF MARYLAND, ANNE ARUNDEL COUNTY:

I HEREBY CERTIFY that on this 20th day of December, 1989, before me, the undersigned subscriber, a Notary Public in and for the state and county aforesaid, personally appeared

DAVID L. WRIGHT

who is known to me (or satisfactorily proven) to be the person who executed the foregoing instrument, and he acknowledged himself to be the President of BROOKS AND WRIGHT INVESTMENTS, INC. and that he, as such, being authorized so to do, executed the foregoing instrument for the purposes therein contained as and for the act of said corporation by signing the name of such corporation by himself as President. At the same time, he made oath in due form of law that the matters and facts set forth in said instrument are true in all material respects to the best of his knowledge, information, and belief.

AS WITNESS my hand and notarial seal.

Notary Public
My commission expires: July 1, 1990

3200 0590

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 741

OFFICE OF FINANCE
BILLINGS AND CUSTOMER SERVICE DIVISION
ROOM 103, ARUNDEL CENTER

TELEPHONE: (301) 224-1144
FROM BALTIMORE: 841-6750
FROM WASHINGTON: 261-8250

TAX BILLING: EXT. 1144
WATER & SEWER BILLING: EXT. 1130
SALES TAX DIVISION: EXT. 1144

Anne Arundel County

MS-1103; BOX 1831
ANNAPOLIS, MARYLAND 21404

RECEIVED NOV 0 6 1989

DATE Nov 1 1989
ACCT# 9106D1918051

TO WHOM IT MAY CONCERN

This is to certify that all Corporation/Personal Property taxes in the name of BROOKS And WRIGHT INVESTMENTS INC are paid thru 1989/1990. Our records indicate that this is the last year certified to us by the Maryland State Department of Assessment and Taxation.

Anne Arundel County, Maryland

Thomas G Redman for
AUGUST H. KRUELLE, Revenue Admi

3200 0691

0000 0744

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 742

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

DEC 4 1989

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

BROOKS AND WRIGHT INVESTMENTS, INC.

have been paid.

WITNESS my hand and official seal this

29TH day of NOVEMBER A.D. 19 89

Darlene J. Ladd
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

3200 0682 PS-409

0000 0745

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 743

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

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY J2

D1918051 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	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	30	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 Corp. 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 _____
TOTAL FEES	50	

Name Change
(New Name) _____

___ Change of Name
✓ Change of Principal Office
___ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Frederick Sussman
PO Box 6488
Annapolis MD
21401

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JPO cm

3200 0683

0000 0744

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

THE ARTICLES OF DISSOLUTION
OF
BROOKS AND WRIGHT INVESTMENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 21, 1989 AT 9:14 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

D1918051

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
FREDERICK SUSSMAN
P.O. BOX 6488
ANNAPOLIS MD 21401

123C3032100

A 319040

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 0679

AT5-000

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 745

J.E.M. FAMILY, INC.

INFORMAL ACTION OF BOARD OF DIRECTORS

The undersigned constituting all of the Stockholders of J.E.M. Family, Inc., a Maryland Corporation, (hereinafter referred to as "the Corporation"), in accordance with Section 2-505 of the Corporation and Associations Article of the Annotated Code of Maryland, do hereby take the actions below as set forth and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED, that the principal office of the Corporation be and it is hereby changed from 661 Genesse Street, Annapolis, Maryland, 21401, to 611 Glenfield Court, Annapolis, Maryland 21401, and that the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this Resolution with the State Department of Assessments and Taxation of Maryland, and to do and perform any and all other necessary and proper actions and incidents thereto.

RESOLVED, that the address of the resident agent of the Corporation, Khajadour Badhdadlian, is also changed to 611 Glenfield Court, Annapolis, Maryland, 21401.

STOCKHOLDERS:

Khajadour Badhdadlian

Eugenie A. Baghdadlian

HILLMAN BROWN & DARROW, P.A.
Attorneys-at-Law
Post Office Box 668
Annapolis, Maryland 21404-0668
(301) 263-3131
(301) 266-5555
(301) 858-5500

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

12-20-89 at 9:00 A.M.

1989 DEC 20 A 9:00

J.F. CLERK

1990 MAY -2 PM 1:47

H. GRAY SCHAFER
CLERK

33546221

7200 0641

0000 0749

BOOK 238 PAGE 746

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52

D2747848 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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 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 Corp. Registration
87		____ Limited Part. Good Standing
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

Name Change (New Name) _____

___ Change of Name
✓ Change of Principal Office
___ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Hillman, Brown & Darrow, P.A.
P. O. Box 668
Annapolis, MD 21404-0668

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC CM

7300 0542

0000 0750

BOOK 238 PAGE 747

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
J.E.M. FAMILY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 20, 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:
$	$ 10.00	$

D2747848

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
HILLMAN, BROWN & DARROW, P.A.
P.O. BOX 668
ANNAPOLIS MD 21404 0668

123C3032094

A 319034

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 7200 0640

AT5-060

0000 0751

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-18-89 at 9:01a m.

HIGH PERFORMANCE SYSTEMS, INC.
(A Close Corporation)

ARTICLES OF AMENDMENT

HIGH PERFORMANCE SYSTEMS, INC., a Maryland close corporation, having its principal office at 3 Church Circle, Annapolis, Maryland 21401 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended as hereinafter provided, pursuant to Sections 2-602(b)(1) and 2-604 of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The Articles of Incorporation of the Corporation are hereby amended to change the name of the Corporation and to change the caption of the Articles of Incorporation by deleting the caption in its entirety and by substituting the following new caption:

HIGH PERFORMANCE COMMUNICATIONS, INC.
(A Close Corporation)

ARTICLES OF INCORPORATION

THIRD: The Charter of the Corporation is hereby amended by striking in its entirety Article SECOND, and by substituting in lieu thereof the following:

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

HIGH PERFORMANCE COMMUNICATIONS, INC.
(A Close Corporation)

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

IN WITNESS WHEREOF, HIGH PERFORMANCE SYSTEMS, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 8th day of October, 1989.

1990 MAY -2 PM 1:47
NORMA SCHAFER
CLERK
J.F. CLERK
3200 0607
0000 0752

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

December, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of HIGH PERFORMANCE SYSTEMS, 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:

R. Edward Turner, Secretary

HIGH PERFORMANCE SYSTEMS, INC.

By: R. Edward Turner, President

temp\eg\higharticle.mas

3200 0609

BOOK 238 PAGE 750

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 9A2 BUSINESS CODE 03 COUNTY 52

D2680791 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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) High Performance Communications, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 133

ATTENTION: Kevin Schaeffer

MAIL TO ADDRESS: _____

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JO cm

3300 0609

0000 0754

BOOK 238 PAGE 751

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF AMENDMENT
OF
HIGH PERFORMANCE SYSTEMS, INC.
CHANGING ITS NAME TO:
HIGH PERFORMANCE COMMUNICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 18, 1989 AT 9:01 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	$

D2680791

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
COUNCIL, BARADEL, KOSMERL
& NOLAN, P.A.
POST OFFICE BOX 3323
222 SEVERN AVENUE
ANNAPOLIS MD 21403 0323

123C3032086

A 319027

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

3200 0606

AT5-060

0000 0755

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
12-20-89 9:59a

TRANS-ATLANTIC ENTERPRISES, INCORPORATED

ARTICLFS OF VOLUNTARY DISSOLUTION

TRANS-ATLANTIC ENTERPRISES, INCORPORATED, a Maryland corporation, having its principal office in Annapolis, 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: 65 College Avenue, Annapolis Maryland 21401.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are woung up is: Frank J. Flyntz, 65 College Avenue, Annapolis Maryland 21401.

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

J. Edward Craig, Jr.
PSC Box 3975
APO New York 09127

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

Shirley P. Craig, President
PSC Box 3975
APO New York 09127

Frank J. Flyntz, Vice-President
65 College Avenue
Annapolis, Maryland 21491

J. Edward Craig, Jr., Secretary
PSC Box 3975
APO New York 09127

J. Edward Craig, Jr., Treasurer
PSC Box 3975
APO New York 09127

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the

RECEIVED
1989 OCT 12 A 9:40
'89 DEC 20 AM 9 59
STATE DEPT. OF ASSESSMENTS & TAXATION
1988 DEC 30 A 9:5
93548249
1993 MAY -2 PM 1:47
J. F. CLERK
[redacted]
CLERK
0000 0754

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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 futher 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 3-408(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, TRANS-ATLANTIC ENTERPRISES, 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 8 day of Dec, 1988, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of TRANS-ATLANTIC ENTERPRISES, INCORPORATED, and under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST: TRANS-ATLANTIC ENTERPRISES, INCORPORATED

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 754

City of Annapolis

MUNICIPAL BUILDING
160 DUKE OF GLOUCESTER STREET
ANNAPOLIS, MARYLAND 21401

WILLIAM S. TYLER
FINANCE DIRECTOR
FINANCE OFFICE

Annap. 263-7952
Balto. 269-5410

March 13, 1989

TO WHOM IT MAY CONCERN:

This is to certify that all corporation taxes levied by the City of Annapolis to

Trans-Atlantic Enterprises Inc.
D 1582527

have been p aid through June 30, 1986.

Sincerely,,

John E. Nolan
Deputy Finance Director

JEN/sst

3200 0511

0000 076R

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 755

OFFICE OF FINANCE
BILLINGS AND CUSTOMER SERVICE DIVISION
ROOM 103, ARUNDEL CENTER

Anne Arundel County

MS-1103; BOX 1831
ANNAPOLIS, MARYLAND 21404

TELEPHONE: (301) 224-1144
FROM BALTIMORE: 841-6750
FROM WASHINGTON: 261-8250

TAX BILLING: EXT. 1144
WATER & SEWER BILLING: EXT. 1130
SALES TAX DIVISION: EXT. 1144

DATE November 29, 1989
ACCT# 6-996-0126300

TO WHOM IT MAY CONCERN

This is to certify that all Corporation/Personal Property taxes in the name of Trans-Atlantic Enterprises, Inc are paid thru 1985/86. Our records indicate that this is the last year certified to us by the Maryland State Department of Assessment and Taxation.

Anne Arundel County, Maryland

Mrs. Grimes for
AUGUST H. KRUELLE, Revenue Admin.

3200 0512

0000 0759

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 756

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

TRANS-ATLANTIC ENTERPRISES, INC.

have been paid.

WITNESS my hand and official seal this

25TH day of SEPTEMBER A.D. 19 89

Darlene J. Ladd
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

3200 0513

PS-409

0000 0760

BOOK 238 PAGE 757

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 192b BUSINESS CODE _____ COUNTY 52

D 1582527 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	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	30	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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Frank Flyntz
65 College Ave
Annapolis Md
21401

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JPS cm

3200 0514

0000 0761

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 758

THE ARTICLES OF DISSOLUTION
OF
TRANS - ATLANTIC ENTERPRISES, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 20, 1989 AT 9:59 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

D1582527

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
FRANK FLYNTZ
65 COLLEGE AVENUE
ANNAPOLIS MD 21401

1230303206

A 319012

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER FOLIO 3200 0508

A15-060

0000 0762

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

S.C. HARGADON, INC.

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

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
12-22-89 at 11:07 .m.

ARTICLES OF INCORPORATION

RECEIVED
'89 DEC 22 AM 11 07
STATE DEPT. OF
ASSESSMENTS & TAXATION

FIRST: I, Richard L. Gershberg, whose post office address is Suite 702, Title Building, 110 St. Paul Street, Baltimore, Maryland 21202-1748, 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 S.C. HARGADON, INC.

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

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

1. To conduct the business of selling boats, pleasure boats, recreational boats and utility boats, including power and sail boats.

2. To sell, market and otherwise distribute pleasure boats, sail boats, power boats, outboard motors, sails, rigging, equipment, tools, electronic equipment, mechanical equipment, fittings, cletes, blocks, winches, cables and other equipment and accessories.

3. To advise, consult, teach or lecture the use of power boats and sail boats for pleasure and the use of other boating equipment.

5. To sell, market and otherwise distribute equipment and goods relating to boating and sailing as Principal, Agent and Broker, at the retail and wholesale level.

6. To lease and purchase real estate, or equipment appertaining to said business.

7. To do anything permitted by §2-103 of the Corporations and Associations Articles of the Annotated Code of Maryland as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation is 1410 Crain Highway, Suite 4B, Glen Burnie, Maryland 21061. The name and post office address of the resident agent of the Corporation in this State is Sheryl C. Hargadon, 1410

1990 MAY -2 PM 1:47
J.F. CLERK
HERB. CLARKER
CLERK
93598029 3200 0309

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Crain Highway, Suite 4B, Glen Burnie, Maryland 21061. 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 of the Corporation shall be Sheryl C. Hargadon which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

2. If there is stock outstanding and so long as there are less than three stockholders, the number of Directors, may be less than three but not less than the number of stockholders. The name of the director who shall act until the first annual meeting or until her successor is duly chosen or qualified is: Sheryl C. Hargadon.

EIGHTH: 1. As used in this Article EIGHTH, any word or words that are defined in §2-418 of the Corporation 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 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 fully constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

3200 0310

0000 0764

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22d day of December, 1989, and I acknowledge the same to be my act.

WITNESS:

Richard L. Gershberg

0829M-1.1

3200 0311

0000-0765

BOOK 238 PAGE 762

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE Jmt 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard L. Gershberg
110 St. Paul Street
Ste. 702
Balto., Md. 21202-1748

TOTAL FEES 99

✓ Check ___ Cash NOTE: CERTIFIED COPY ORDERED

___ Documents on ___ checks

APPROVED BY: J.m.T. A.J.

0312

0000: 0766

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
S.C. HARGADON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 22, 1989 AT 11:07 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

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

D2924934

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
RICHARD L. GERSHBERG
110 ST. PAUL STREET
STE. 702
BALTO. MD 21202 1748

123C3032026

A 318974

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 0309

AT5-060

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/21/89 at 8:28 a.m.

RECEIVED
DEC 21 AM 8 34
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

FOR

Le SHOP, LTD.

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That the undersigned, Harry Levy, whose post office address is Suite 1800, The World Trade Center, Baltimore, Maryland 21202, being of full legal age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is Le Shop, Ltd.

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

(a) Custom woodcrafting and related repairs and services.

(b) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

(c) To carry on any other business or businesses which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them, and to facilitate the transaction by the Corporation of the aforesaid business or any part thereof, or the transaction of any other business which may be conducted either directly or indirectly to enhance the value of its assets and property. It is the intention that the above clause shall in no way be limited or restricted by reference to or inference from any other clauses of this paragraph or any other clauses or paragraphs of these Articles of Incorporation, but that the objects, purposes and powers specified in this paragraph and in each of the clauses and paragraphs of these Articles

3200 0274
1990 MAY -2 PM 1:47
HERBERT SCHAFER
CLERK
J.P. CLERK
33504338

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

shall be independent objects, purposes and powers. And in general to exercise and enjoy all other privileges, rights and powers granted to or conferred upon corporations by the General Laws of the State of Maryland, now or hereafter in force. The enumeration of special powers, as herein specified, not being intended to exclude or to be construed as a waiver or limitation of any such other powers, right and privileges.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be 894 Snowridge Circle, Gambrills, Maryland 21054, and the name and the post office address of the resident agent of the Corporation is Harry Levy, Esquire, Schulman, Treem, Kaminkow & Gilden, P.A., Suite 1800, The World Trade Center, Baltimore, Maryland 21202, and is a citizen of the State and actually resides therein.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Shares, without nominal or par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased, pursuant to the By-Laws of the Corporation, but shall not be less than two (2) except (a) where there be no stock issued by the Corporation, the Corporation shall have at least two (2) directors and (b) where there be stock issued by the Corporation to fewer than two (2) stockholders, the number of directors shall be no less than the number of stockholders of the Corporation.

The name of the directors who shall act until the first annual meeting or until their successors is duly chosen and qualified are Larry D. Maley and Patricia R. Maley.

SEVENTH: No contract or other transaction between this

3200 0275

0000 0769

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

Corporation and any other corporation shall in any way be affected, or invalidated by the fact that any of the directors of this Corporation is pecuniarily or otherwise interested in, or is a director or officer of, such other corporation; any director 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 of the common directorship or interest is disclosed or known to the Board of Directors and the board authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors even if the disinterested directors constitute less than a quorum or the contract or transaction is fair and reasonable to this Corporation.

EIGHTH: Except as the By-Laws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served the Corporation, or any other entity at the request of the Corporation, in any capacity, while an officer or director of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any officer or director and no indemnification shall be provided for any employee or agent of the Corporation, unless the Board of Directors shall, in its discretion, subject to the By-Laws, so direct.

3200 0276

0000 0778

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

WITNESS:

Dwayane Morris

Harry Levy (SEAL)
Harry Levy

3200 0277

0000 0771

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 768

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

DOCUMENT CODE 02 BR BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
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 Corp. 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 _____

TOTAL FEES 100

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Larry Maley
894 Snowridge Circle
Gambrills, Md
21054

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: Pem

CERTIFIED COPY MADE

3200 0278

0000 0772

BOOK 238 PAGE 769

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
LE SHOP, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 21, 1989 AT 8:24 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

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

D2924876

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
LARRY MALEY
894 SNOWRIDGE CIRCLE
GAMBRILLS MD 21054

123C3032020

A 318970

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3200 0273

A15-000

0000 0773

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 770

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

12/20/89 at 2:38 p.m.

ARTICLES OF INCORPORATION

OF

SHERWOOD FOREST SWIMMING POOL, INC.

FIRST: I, Richard C. Whiteford, whose post office address is Seven St. Paul Street, Suite 1400, Baltimore, Maryland 21202-1626, being of the age of majority, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

SHERWOOD FOREST SWIMMING POOL, INC.

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

(1) To construct a swimming pool facility for recreational use and any and all business related thereto.

(2) To do anything permitted by Section 2-103 of the Maryland General Corporation Law, as amended from time to time, and any and all other lawful acts.

FOURTH: The post office address of the principal office of the Corporation in this State is c/o Sherwood Forest Club, Incorporated, Sherwood Forest Road, Sherwood Forest, Maryland 21405. The name and post office address of the Resident Agent of the Corporation in this State are RESAGENT, INC., Seven St. Paul Street, Suite 1400, Baltimore, Maryland 21202-1626; said Resident Agent is a Maryland corporation.

RECEIVED
'89 DEC 20 PM 2:38
STATE DEPT OF ASSESSMENTS & TAXATION

93558133

1990 MAY -2 PM 1:47
W. ERLE SHAFER
CLERK

J. F. CLERK

3199 2791

0000 0774

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares, with a par value of One Dollar ($1.00) per share. The aggregate par value of all authorized shares having a par value is One Hundred Thousand Dollars ($100,000.00).

SIXTH: The number of directors of the Corporation shall be One (1) which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than the minimum number required by the provisions of the Maryland General Corporation Law. The names of the director, who shall act until the first annual meeting of stockholders and until his successor is duly elected and qualify is:

Donald L. DeVries, Jr.

SEVENTH: No director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for money damages, other than (a) to the extent that it is proved that the person actually received an improper benefit or profit in money, property, or in services, for the amount of the benefit or profit in money, property, or services actually received, or (b) to the extent that a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding in the proceeding that the person's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

3199 2792

0000 0775

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

EIGHTH: Except as the Bylaws of the Corporation may otherwise provide, no indemnification shall be provided for any officer or director or for any employee or agent of the Corporation or of any predecessor of the Corporation or any other entity.

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

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

(a) To make any amendment of its Charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its Charter, of any outstanding stock.

3199 2793

0000 0776

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(b) The Board of Directors of the Corporation is hereby specifically authorized and empowered to classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 19th day of December, 1989.

Richard C. Whiteford
Richard C. Whiteford

3199 2794
0000 0777

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 774

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 067

ATTENTION: alison Robinson

MAIL TO ADDRESS: _____

TOTAL FEES 40.00

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

APPROVED BY: MLC

3199 2795

0000 0778

BOOK 238 PAGE 775

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
SHERWOOD FOREST SWIMMING POOL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 20, 1989 AT 2:38 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2924181

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
WHITEFORD, TAYLOR & PRESTON
ATTN: ALISON ROBINSON
1400 SIGNET TOWER
7 SAINT PAUL STREET
BALTIMORE MD 21202

123C3031951

A 318921

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO, 3199 2790

AT5-060

0000 0779

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 776

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-21-89 at 11:39 A.M.

WM ENTERPRISES, 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 Jerome I. Feldman, whose post office address is 79 West Street, Annapolis, Maryland 21401, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is WM ENTERPRISES, 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 own and operate a restaurant and bar and related activities, and any other legal purpose.

(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 107 Askewton Road, Severna Park, Maryland 21146. The name and post office address of the Resident Agent of the Corporation in this State is Jerome I. Feldman, Esq., 79 West Street, Annapolis, Maryland 21401. Said Resident Agent is an individual actually residing in this State.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 20 day of December, 1989, and I acknowledge the same to be my act.

Witness

Jerome I. Feldman

(WM.AOI)

1990 NOV -2 PM 1:47

H. ERLE SCHAFER
CLERK

93558405
93558406

0000 0780

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 777

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE J.M. 02 BUSINESS CODE 03 COUNTY 52

____ ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Nonstock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. 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 ____

TOTAL FEES 70

Name Change (New Name) ____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Bernstein & Feldman, P.A.
79 West St.
P.O. Box 591
Annapolis, Md. 21404-0591

✓ Check ____ Cash

NOTE:

1 Documents on 2 checks (40.00 + 30.00)

APPROVED BY: J.M.T. A.J.

3199 2712

0000 0781

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 778

ARTICLES OF INCORPORATION
OF
WM ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 21, 1989 AT 11:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2924108

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
BERNSTEIN & FELDMAN, P.A.
79 WEST ST.
P.O. BOX 591
ANNAPOLIS MD 21404 0591

122C3031935

A 315369

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3199 2716

AT5-060

0000 0782

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-20-89 at 3:09 p.m.

RECEIVED
'89 DEC 20 PM 3 09
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION
SEVERN ASSOCIATES, INC.

FIRST: I, Steven W. Washington, whose address is 760 Old Herald Harbor Road, Crownsville, Maryland, 21032, being over 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 Severn Associates, Inc.

THIRD: The purpose for which the Corporation is formed is to engage in any lawful activity as permitted by the laws of the State of Maryland.

FOURTH: The address of the principal office of the Corporation shall be 760 OLD HERALD HARBOR RD., CROWNSVILLE, Maryland 21032.

FIFTH: The name and address of the Resident Agent of the Corporation in this State is STEVEN W. WASHINGTON, 760 OLD HERALD HARBOR RD, CROWNSVILLE, Maryland. The designated resident agent is a Maryland citizen and is actually residing in this state.

SIXTH: This Corporation is authorized to issue one (1) class of stock to be designated as "common" stock. The total number of shares that may be issued by this Corporation is one hundred (100) shares, without par value. All or any part of the shares of the common stock may be issued by the Corporation from time to time, and for such consideration as may be determined upon and fixed by the Board of Directors, as provided by law, with due regard to the interests of the existing shareholders; and when such consideration has been received by the Corporation, such shares shall be deemed fully paid.

SEVENTH: This Corporation shall have ONE (1) Director. The Director shall be Steven W. Washington, and he shall serve until the first annual meeting of the Board of Directors and until their successors are elected and qualify.

3199 2693

93558009

1990 MAY -2 PM 1:47
CLERK

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on December 20, 1989.

Steven W. Washington
STEVEN W. WASHINGTON

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, to wit:

I HEREBY CERTIFY that on this 20th day of December, 1989, that before me, the subscriber, a Notary Public of the State and County aforesaid, did personally appear STEVEN W. WASHINGTON, known to me (or satisfactorily proven) and acknowledged the foregoing Articles of Incorporation to be his act.

Sandra L. Peter
Notary Public

My Commission Expires: 7/1/90

3199 2694

BOOK 238 PAGE 781

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 Jmt BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	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 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 Corp. 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 _____
TOTAL FEES	70	

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Steven W. Washington
760 Old Herald Harbor Rd
Crownsville, Md 21032

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: Jmt

3199 2695

0000 0785

BOOK 238 PAGE 782

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
SEVERN ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 20, 1989 AT 3:09 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2924058

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
STEVEN W. WASHINGTON
760 OLD HEARLD HARBOR RD.
CROWNSVILLE MD 21032

122C3031930

A 315364

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 7198 2682

AT5-060

0000 0784

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 783

P & E JAMES LIQUORS, 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, JAMES H. LEE, whose post office address is 307 Catherine Avenue, Linthicum, Maryland 21090, 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 referred to as the "Corporation") is

P & E JAMES LIQUORS, INC.

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

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

a. To own, operate, construct, maintain and manage restaurants, lunch rooms, carry out shops, eating houses, groceries, food markets, bars, cocktail lounges, package goods, snack-bars, confectioneries, and other similar institutions and to carry on the business of restaurant owners, operators, concessionaires and in conjunction therewith to furnish food, beverages, beer, wines, liquors and tobaccos, etc.

b. To buy, sell, deal in, lease, rent, hold or improve real estate and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, lease, hire or otherwise, lands, tenements, herditaments, or any interest therein, and to improve the same, and generally hold, manage, deal with and improve the property of the Corporation, and to sell, rent, lease, mortgage, pledge or otherwise dispose of the lands, tenements and herditaments or other property of the Corporation.

c. To manufacture, purchase or otherwise acquire, goods, wares, merchandise and personal property of every class and description, and to hold, own, sell or otherwise dispose of, trade, deal in and deal with the same.

d. In furtherance and not in limitation of the general powers conferred by the laws of the State of Maryland, and of the purposes hereinbefore stated, it is hereby expressly provided that the Corporation shall have the power to do any and all things set forth as its objects, the same extent and as fully as a natural person might or could do, as principal, agent, contractor or otherwise, and alone or jointly with any other corporation, association, firm or person, and to do all and everything necessary and incidental for the accomplishment of the purposes or the attainment of any one or more of the objects herein enumerated or incidental for the protection and benefit of the Corporation. Furthermore, the objects and purposes specified in each of the clauses of this article shall be regarded as independent objects and purposes, and that said clauses shall be construed as both purposes and powers.

RECEIVED
'89 DEC 20 AM 11 54
STATE DEPT. OF ASSESSMENTS & TAXATION

J. F. CLERK

93558102 '89 MAY -2 PM 1:47
W. ERLE SCHAFER
CLERK

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
12/20/89 at 11:54 .m.

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

e. 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.

f. In furtherance and not in limitation of the general powers conferred by the laws of the State of Maryland, and of the purposes hereinbefore stated, it is hereby expressly provided that the Corporation shall have the power to do any and all things set forth as its objects, the same extent and as fully as a natural person might or could do, as principal, agent, contractor or otherwise, and alone or jointly with any other corporation, association, firm or person, and to do all and everything necessary and incidental for the accomplishment of the purposes or the attainment of any one or more of the objects herein enumerated or incidental for the protection and benefit of the Corporation. Furthermore, the objects and purposes specified in each of the clauses of this article shall be regarded as independent objects and purposes, and that said clauses shall be construed as both purposes and powers.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 307 Catherine Avenue, Linthicum, Maryland 21090. The name and post office address of the Resident Agent of the Corporation in this State is James H. Lee, 307 Catherine Avenue, Linthicum, Maryland 21090. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is James H. Lee.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th. day of December, 1989, and I acknowledge the same to be my act.

James H. Lee (SEAL)
James H. Lee

3199 2649

0000 0788

BOOK 238 PAGE 785

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 052

_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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 _____
TOTAL FEES		

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
David Kough
5 Light St
Balt. Md 21202

20 Check ___ Cash

___ Documents on ___ checks

NOTE:

APPROVED BY: A

3199 2549

0000 0789

BOOK 238 PAGE 786

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
P & E JAMES LIQUORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 20, 1989 AT 11:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2923993

TO THE CLERK OF THE COURT OF ANNE ARUNDEL COUNTY

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

RETURN TO:
DAVID KURYK
5 LIGHT ST.
BALTO. MD 21202

12CC3031924

A 315358

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3199 2646

AT5 060

0000 0790

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESS. AND TAXATION
APPROVED FOR PAYMENT
12-21-89 at 9:03 a.m.

1989 DEC 21 A 9:03

L.J.S. & ASSOCIATES, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, Joseph H. Rouse, whose post office address is 7433 Baltimore-Annapolis Boulevard, Glen Burnie, Maryland, 21061, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is L.J.S. & ASSOCIATES, INC..

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

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

(1) To carry on and conduct a sign installation and removal of signs and any other purpose assocated therewith; to execute contracts or receive assignments of contracts therefore, or related thereto; to obtain the necessary licenses and permits; and to engage in any other lawful purpose and/or business; and

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code

1990 MAY -2 PM 1:4 J.F. CLERK
H. GALE SCHAFER
CLERK
3199 2579
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CLERK'S NOTATION
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of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 1868 Jackson Grove Road, Odenton, MD 21113. The name and post office address of the Resident Agent of the Corporation in this State is Joseph H. Rouse, 7433 Baltimore-Annapolis Boulevard, Glen Burnie, Maryland, 21061. 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 (1000) shares of common stock, with par value of one dollar ($1.00).

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

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

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

(3) With respect to any corporate representative other

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of December, 1989, and I acknowledge the same to be my act.

Anne M. Sommow
Witness

Joseph H. Rouse
JOSEPH H. ROUSE

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CLERK'S NOTATION
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BOOK 238 PAGE 790

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40.00

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Joseph N. Rouse
7433 Baltimore Annapolis Blvd.
Glen Burnie, Md
21061

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PH Dr

3199 2592

0000 0794

BOOK 238 PAGE 791

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
L.J.S. & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 21, 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	$ 20.00	$

D2923860

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
JOSEPH H. ROUSE
7433 BALTIMORE-ANNAPOLIS BLVD.
GLEN BURNIE MD 21061

122C3031911

A 315345

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3199 2572

AT5-060

0000 0795

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS
BOOK 238 PAGE 792 AND TAXATION
APPROVED FOR PAYMENT
12-21-89 at 8:33 A.m.

FAY'S BUS SERVICE, INC.

(A close corporation under and by virtue of the Annotated Code of the Public General Laws of Maryland, Corporations and Associations, Title 4- close corporations)

ARTICLES OF INCORPORATION

FIRST: The undersigned, MYER E. GROSSFELD, whose Post Office address is 2525 Mountain Road, Pasadena, Maryland, 21122, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "corporation") is FAY'S BUS SERVICE, INC.

THIRD: The corporation shall be a close corporation authorized by the Annotated Code of Public General Laws of Maryland, Corporations and Associations, Title 4, close corporations.

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

(a) To own, operate, maintain, acquire by purchase, lease or otherwise, buses, bus lines, and any other means of transportation now or hereinafter in use for the transportation of passengers, freight, baggage, goods, wares, merchandise, and any other property of every kind and nature, and to conduct, engage in, and carry on the business of transportation of property of every class and description, and of persons and by any means of transportation now or hereinafter in use; and to own, operate, maintain, hold and use, purchase, construct, establish, lease, or otherwise acquire, mortgage, create security interest in, and sell, or otherwise dispose of or deal with

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CLERK'S NOTATION
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terminal properties and depots, storage facilities, machine and repair shops, facilities of communication by telephone, radio, and otherwise, cars, rolling stock, motors, busses, trucks, automobiles, which may be necessary or useful in connection with the business of the corporation.

(b) To acquire by purchase, exchange, lease, or otherwise all or any part of, or any interest in, the properties, assets, businesses, and goodwill of anyone or more persons, firms, associations, or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the laws of this state; to pay for the same in cash, property, or its own or other security; to hold, operate, reorganize, liquidate, sell, or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations, or corporations, and to conduct the whole or any part of any business thus acquired.

(c) To carry out anyone or more of the purposes and objects herein enumerated as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any persons, partnership, association or corporation.

(d) To carry on its operation and conduct business in any state, in the State of Maryland, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.

(e) To enter into, make, perform, and carry out contracts

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CLERK'S NOTATION
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of any sort and kind which may be necessary or convenient of this Corporation, or business of a similar nature, with any persons, corporation, private, public or municipal, body politic under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the corporation law of this state.

(f) To acquire by purchase, exchange, lease, or otherwise, and to own, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, create security interest in, pledge, or otherwise dispose of or deal in and with, real and personal property of every class or description and rights and privileges therein whatsoever situated.

(g) To such extent as a corporation organized under the corporation law of this state may now or hereafter lawfully do, to do, either as principal or agent, and either alone or in connection with other corporations, 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 designated directly or indirectly to promote the interest of this corporation or to enhance the value of its property; 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 corporation law of this state or under any act amendatory thereof, supplemental thereto, or substituted

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

therefore.

FIFTH: The Post Office address of the principal office of the corporation in Maryland is 8429 Maryland Road, Pasadena, Maryland 21122. The name and Post Office address of the Resident Agent of the corporation is Fay Radcliff, 8429 Maryland Road, Pasadena, Maryland 21122. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total of shares which the corporation has authority to issue is Five Thousand (5,000) shares without par value, all of one class.

SEVENTH: After completion of the organization meeting of the Director and the issuance of one or more shares of stock of the corporation, the corporation shall have no Board of Directors. Until such time, the corporation shall have two (2) Directors whose names are Fay Radcliff and Phillip G. Radcliff.

EIGHTH: The duration of the corporation shall be perpetual.

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

WITNESS:

Kristine E. Ahner

Myer E. Grossfeld

MYER E. GROSSFELD

CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, TO WIT:

I HEREBY CERTIFY that on this 13th day of December 1989, before me, the Subscriber, a Notary Public of the State aforesaid, personally appeared MYER E. GROSSFELD, and he acknowledged the aforegoing Articles of Incorporation to be his act.

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

Kristine E. Shriver
NOTARY PUBLIC

My Commission Expires: 7/1/90

SHRIVER & MASTING, P.A. NOTARY PUBLIC Anne Arundel Co. MD

Permacel
PLOVER BOND
25% COTTON FIBER
USA

3199 2555

0000 0800

BOOK 238 PAGE 797

CLERK'S NOTATION
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STATE OF MARYLAND
State Department of Assessments and Taxation
Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Myer C. Grossfeld

MAIL TO ADDRESS: Waldman, Grossfeld, Appel and Baer
2525 Mountain Rd
Pasadena, Md 21122

TOTAL FEES 40.00

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DLL

3199 2556

0000 0801

BOOK 238 PAGE 798

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
FAY'S BUS SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 21, 1989 AT 8:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2923829

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
MYER E. GROSSFELD
WALDMAN, GROSSFELD, APPEL & BAER
2525 MOUNTAIN ROAD
PASADENA MD 21122

122C3031907

A 315341

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

3199 2550

AT6-060

0000 0802

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-21-89 at 12:00 p.m.

BOOK 238 PAGE 799

ARTICLES OF INCORPORATION

of

MARATHON MILLWORK, INCORPORATED

These Articles of Incorporation have been adopted for the purpose of forming a corporation pursuant to the Maryland General Corporation Law:

FIRST: The name and address of the incorporator, who is more than eighteen years of age, is John Dapray Muir, 2000 L Street, N.W., Washington, D.C. 20007.

SECOND: The name of the corporation is MARATHON MILLWORK, INCORPORATED.

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

To conduct a builders' supply business, and to stock, supply and sell, at wholesale and retail, doors, windows, trim lumber, and other items used or useful for the building trade and home improvement;

To advertise by catalogue and distribute such goods by mail and delivery services;

To manufacture, service, buy, sell, and deal in building and home improvement materials, and to manufacture, service, repair, buy, sell, lease and otherwise deal in personal property of every kind and description, at wholesale or retail;

To build, remodel, repair, improve and alter buildings and other improvements on real estate, and to buy, sell, rent, lease, improve, mortgage or otherwise encumber, and operate real estate and improvements on real estate, for its own account and as a contractor for others;

To acquire, own, register, dispose of, license and otherwise deal in or with inventions, trade secrets, processes, patents and patent rights, trade marks and copyrights in the United States and abroad;

To invest and reinvest its assets in, and to buy, sell, hypothecate, or otherwise acquire and dispose of, bonds, stocks, commodities, commodity contracts, options on securities, commodities or commodity contracts, leases, and any other tangible or intangible assets;

To borrow money and to secure such borrowing by mortgage, pledge, lien or other encumbrance on any of its properties and assets; and

1989 DEC 21 P 12:00

J. F. CLERK
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H. CARL SCHAFER
CLERK
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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

In connection with any of the foregoing or otherwise, to engage in any business and perform any acts which a Maryland corporation may lawfully engage in or perform, and to have and exercise all of the powers which a Maryland corporation may have by law.

FOURTH: The address of the principal office of the corporation in the State of Maryland is 2162 Renard Court, Annapolis, Maryland 21401.

FIFTH: The name and address of the resident agent of the corporation is Loren Williams, 2162 Renard Court, Annapolis, Maryland 21401.

SIXTH: The total number of shares of stock which the corporation has authority to issue is 10,000 shares of common stock, par value $.10 per share, all of one class. The aggregate par value for all authorized shares is $1,000.

SEVENTH: The number of persons constituting the initial board of directors shall initially be two; such number may be increased or decreased by the bylaws, but shall in no event be fewer than three or such lower number as there are stockholders. The names of the persons who will serve as directors until the first meeting of stockholders and until their successors are elected and qualify are Loren Williams and Anthony Astorino.

THESE ARTICLES are acknowledged to be my act, this th day of December, 1989.

John Dapray Muir

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0000 0804

BOOK 238 PAGE 801

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: J. Dapray Rice

MAIL TO ADDRESS: 2000 L Street NW Suite 200 Washington, DC 20036

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: LMT

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0000 0805

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 802

ARTICLES OF INCORPORATION
OF
MARATHON MILLWORK, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 21, 1989 AT 12:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2923712

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
J. DAPRAY MUIR
2000 L STREET N.W.
SUITE 200
WASHINGTON DC 20036

122C3031896

A 315335

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3199 2505

0000 0806

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BOOK 238 PAGE 803
APPROVED FOR RECORD
12-21-89 at 9:46 a.m.

ARTICLES OF INCORPORATION

FOR

CELEBRATION OF THE FINE AND PERFORMING ARTS, INC.

I, the undersigned, being a resident of the State of Maryland and over the age of eighteen (18) years of age, do hereby form a non-profit corporation under the general laws of the State of Maryland.

FIRST: The name of the corporation is:

CELEBRATION OF THE FINE AND PERFORMING ARTS, INC.

SECOND: The principal office in the State of Maryland shall be 80 West Street, Suite 110, Annapolis, Maryland 21401. The Resident Agent of the Corporation is Benjamin Michaelson, Jr., 80 West Street, Suite 110, Annapolis, Maryland 21401, who is a citizen of the State of Maryland and resides therein.

THIRD: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors. The Corporation shall have the following powers:

(a) To promote the visual and performing arts in the City of Annapolis and Anne Arundel County by sponsoring a celebration of artistic pursuits in the form of concerts, performances, art exhibits and displays, drama productions, operas, symphonies, workshops, demonstrations and other cultural pursuits;

(b) To engage musicians, actors, performers, artists, etc., to perform concerts, dramas, operas, symphonies, exhibits, etc.;

c) To register, own and protect the trade name of "Celebration of the Fine and Performings Arts, Inc.", or such other trade names or designations as are appropriate for the group so maintained;

(d) To own, buy, sell, lease, exchange and deal in land and real estate; to erect buildings and improvements thereon; to borrow money and issue evidence of indebtedness and to secure the same by mortgage, deed of trust, note, pledge or any other lien in the furtherance of any or all of the purposes and objectives of the Corporation;

(e) To receive gifts and grants of money and property and to apply for and obtain grants, loans or other financial aid from any state or federal agency or private foundation or individual or individuals for furtherance of the purposes and objectives of the Corporation;

RECEIVED
STATE DEPARTMENT OF ASSESSMENTS & TAXATION
89 DEC 21 AM 9:46
1990 MAY -2 PM 1:47
HERBERT SCHAFER
CLERK
J.F. CLERK
93558075
3199 3496
0000 0807

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

(f) To provide financial assistance and coordinate the activities of other non-profit organizations seeking to further the arts and the objectives of the Corporation;

(g) To enter into any kind of activity and to perform and carry out contracts of any kind necessary to or in connection with and in furtherance of the accomplishment of any one or more of the purposes of the Corporation, as a non-profit, charitable corporation, and subject to the provisions and limitations otherwise herein expressly set forth, the Corporation shall have and exercise all of the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the law of the State of Maryland authorizing the forming of such corporations.

FOURTH: The duration of the Corporation shall be perpetual.

FIFTH: The Corporation shall have no capital stock and shall pay no dividends. The property of the Corporation shall be held by it in trust for the purposes of its incorporation and shall be controlled and managed by a Board of Directors who shall exercise all corporate powers. The Board of Directors shall consist of not less than seven (7) members but not more than twenty-five (25) members, which number may be increased or decreased as may be provided by the Bylaws, but shall never be less than seven (7).

The Board of Directors shall be authorized to adopt and amend Bylaws governing the operation of the affairs of the corporation which shall provide, among other things, for the qualification of Directors, terms of office, removal, change of number, filling of vacancies and their powers, duties and liabilities, and such other matters deemed necessary or advisable by the Board of Directors, except as limited or otherwise provided in these Articles of Incorporation, or by the laws of the State of Maryland.

SIXTH: None of the members of the Board of Directors shall receive any compensation for serving in that capacity, but any other person may be paid such compensation for services rendered the Corporation as the Board of Directors shall, from time to time, deem advisable, and any person may be reimbursed for any expenses, disbursements, or liability made or incurred by such person for or on account of the Corporation or in connection with the management and conduct of the affairs of the Corporation. The provisions of this paragraph shall not be deemed to exclude any right of any Director, Officer, or Employee, to indemnification as may be provided in the Bylaws of the Corporation and authorized by the Corporation Laws of the State of Maryland.

SEVENTH: The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code).

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its members, trustees, directors, officers or other private persons, except that the Corporation shall be authorized ~~and~~ empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the Corporation shall be carried on for propaganda or otherwise attempting to influence legislation except for the purposes of obtaining funding consistent with Section 501(c)(3) purposes, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of the Articles, the Corporation shall not carry on any other activity not permitted to be carried on (a) by a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code) or (b) by a Corporation, distributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

EIGHTH: In the event of dissolution, liquidation or winding up of the Corporation, whether voluntary or involuntary, or by operation of law, the assets of the Corporation shall be distributed to such non-profit and charitable corporations or institutions as may be designated by the last Board of Directors to be used exclusively to carry out the objectives or purposes for which this Corporation is formed, or which in the judgment of the last Board of Directors most likely approach the purposes of the Corporation.

NINETH: The Corporation reserves the right to amend, change or repeal any of the provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Maryland, provided, however, that any such action shall be undertaken exclusively to carry out the objects and purposes for which the Corporation is formed and that no Amendment shall be made which shall be inconsistent with the charitable intent of the provisions hereof.

TENTH: The following provisions are hereby adopted for defining, adopting, limiting and regulating the powers of the Corporation and of the Directors and the members:

The Corporation shall indemnify (i) its Directors to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (ii) its officers to the same extent it shall indemnify its directors; and (iii) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law; provided, however, the foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law, and that indemnification shall be only to the extent permitted of organizations which are exempt from Federal income tax under Section 501(c)(3) of the Internal

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CLERK'S NOTATION

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Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law) and contributions to which are deductible under Sections (170(c)(2), 2055(a)(2) and 2522(a)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ELEVENTH: The names of the initial directors who shall serve until their successors are duly elected and qualified are: Mr. Jeffrey A. Bishop, Mr. Charles Byrd, Mr. W. Minor Carter, Mr. R. Webster Chamberlin, Dr. Allen E. Durling, Mr. Alfred Law, Benjamin Michaelson, Jr., Esquire, Mr. Daniel E. Sassi, Dr. Barry Talley, Ms. Ann Potter and Ms. Anna Greenberg.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 1st day of December, 1989.

WITNESS:

Sandra A. Ruscinagna

Benjamin Michaelson, Jr. (SEAL)

STATE OF MARYLAND, ANNE ARUNDEL COUNTY, to-wit:

I hereby certify that on this 1st day of December, 1989, before me, the subscriber, a Notary Public for the State of Maryland, in and for the county aforesaid, personally appeared Benjamin Michaelson, Jr., being the incorporator who signed the foregoing Articles of Incorporation, being known to me to be such, who acknowledged the same to be his act and deed.

As Witness my hand and notarial seal.

Sandra A. Ruscinagna
Notary Public

My Commission Expires: 7/1/90

3793B

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0000 0810

BOOK 238 PAGE 807

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 52

_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: LMT

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michaelson, Krause, Ferro
P.O. Box 11
80 West St
Suite 110
Annapolis, MD 21404

NOTE:

3199 2500

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 808

ARTICLES OF INCORPORATION
OF
CELEBRATION OF THE FINE AND PERFORMING ARTS,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 21, 1989 AT 9:46 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2923696

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
MICHAELSON, KRAUSE, FERRIS
P.O. BOX 11 SUITE 110
80 WEST STREET
ANNAPOLIS MD 21404

122C3031894

A 315333

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2199 2495

AT5-060

0000 0812

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

BOOK 238 PAGE 809 APPROVED FOR PAYMENT

12/21/89 at 8:30 A .m.

ARTICLES OF INCORPORATION

OF

WELSH & ASSOCIATES, P.A.

FIRST: I, PAUL R. WELSH, whose address is 3294 Solomons Island Road, Edgewater, MD 21037, being at least eighteen (18) years of age, hereby form a corporation pursuant to the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Welsh & Associates, P.A.

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

(1) To engage in the business of accounting and to engage in any other lawful purpose and/or business.

FOURTH: The post office address of the principal office of the Corporation in this State, is 3294 Solomons Island Road, Edgewater, MD 21037. The name and post office address of the Resident Agent, of the Corporation in this State is Paul R. Welsh, 3294 Solomons Island Road, Edgewater, MD 21037. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, with one (1) dollar 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, provided that:

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

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

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

Paul R. Welsh
3294 Solomons Island Road
Edgewater, MD 21037

93558201

1990 MAY -2 PM 1:48

M. ERLE SCHAFER
CLERK

J.F. CLERK

2199 2430

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CLERK'S NOTATION

Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

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

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

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder in the case of a consolidation, merger, share exchange or sale, lease, exchange or transfer of all or substantially all of the assets of the Corporation.

(4) The By-Laws of the Corporation may authorize the Board of Directors by the vote of a majority of the entire Board of Directors, to increase the number of directors fixed by these Articles of Incorporation or by the By-Laws within a limit specified in the By-Laws, provided that in no case shall the number of directors by less than one (1) and to fill the vacancies created by any such increase in the number of directors. Unless otherwise provided in the By-Laws of the Corporation, the directors of the Corporation need not be stockholders thereof.

(5) The Board of Directors shall have power, if authorized by the By-Laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the directors of the Corporation, which, to the extent provided in said resolutions or in the By-Laws of the Corporation, and permitted by the Annotated Code of Maryland, shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(6) The Board of Directors shall, subject to the Annotated Code of the State of Maryland, have power to determine from time to time whether and to what extent and at what times and places and under what conditions and regulations any accounts and books of the Corporation, or any of them, shall be open to inspection of the

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CLERK'S NOTATION
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stockholders; and no stockholder shall have any right to inspect any account or book or document of the Corporation except as conferred by the Annotated Code of the State of Maryland, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders.

(7) If the By-Laws so provide, the Board of Directors of the Corporation shall have the power to hold its meetings, to have an office or offices and, subject to the provisions of the Annotated Code of the State of Maryland, to keep the books of the Corporation, outside of said State of Maryland at such place or places as may from time to time be designated by it.

(8) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for monies so borrowed, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

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 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.

(9) With respect to:

(a) the amendment of the Charter of the Corporation;

(b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;

(c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the corporation;

(d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

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CLERK'S NOTATION
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(e) the participation by the Corporation in a share exchange as the corporation the stock of which is to be acquired;

(f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;

such action shall be effective and valid only if taken or approved by a vote of not less than a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provisions of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH.

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

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

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

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

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CLERK'S NOTATION

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of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, Paul R. Welsh, has signed these Articles of Incorporation, this 1st day of January, 1990, and he acknowledged the same to be his act.

WITNESS:

M. Catherine Gough
As to P.R.W.

Paul R. Welsh (Seal)
Paul R. Welsh

3199 2434

0000 0817

CLERK'S NOTATION
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BOOK 238 PAGE 814

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

DOCUMENT CODE 02. BUSINESS CODE 06 COUNTY 52

_____ ✓ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Paul R. Held

MAIL TO ADDRESS: Helsh & Associates, P.A.
3294 Solomon's Island Rd
Edgewater, Md 21037

TOTAL FEES 50.00

✓ Check ___ Cash

NOTE: copy made

___ Documents on ___ checks

APPROVED BY: DM

3199 2475

0000 0818

BOOK 238 PAGE 815

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF INCORPORATION
OF
WELSH & ASSOCIATES, P.A.

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

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

D2923571

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
WELSH & ASSOCIATES, P.A.
3294 SOLOMONS ISLAND ROAD
EDGWATER MD 21037

122C3031882

A 315321

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 7199 2429

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

AT5-060

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CLERK'S NOTATION
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BOOK 238 PAGE 816

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/18/89 at 9:10 A.M.

MARYLAND GYMNASTICS, INC.

ARTICLES OF AMENDMENT

MARYLAND GYMNASTICS, INC., a Maryland corporation, having its principal office at 523 Benfield Road, Severna Park, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST, the Articles of Incorporation of the Corporation are hereby amended by deleting ARTICLE FOURTH in its entirety and substituting in lieu thereof the following:

"The post office address of the principal office of the Corporation in this state is 216 Najoles Court, Millersville, Maryland 21108. The name and post office address of the Resident Agent of the Corporation in this State are MICHAEL R. ROBLYER, ESQ., ROBLYER & RICHMAN, P.A., 7 WILLOW STREET, ANNAPOLIS, MARYLAND 21401. Said Resident Agent is an individual actually residing in this State."

SECOND: Article Third (c) of the Articles of Incorporation of the Corporation is hereby amended by deleting the following:

01 6 V 81 330 6M

S35286149

1990 MAY -2 PM 1:48

HERB SCHAFER
CLERK

~~2199 2377~~
3200 1404

0000 0820

CLERK'S NOTATION
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"(Include a general summary purpose of the educational and charitable work to be pursued as well as evidence of compliance with non-discriminatory requirements.)"

AND substituting in lieu thereof the following:

"To instruct students in the sport of gymnastics; provide classes that are designed to improve gross motor skills, eye-hand coordination, balance, strength and flexibility; promote physical well being and provide mental stimulation through the building of self-confidence and the positive mental discipline needed to achieve gymnastic skills; provide a non-discriminatory policy and welcome children and employees from all backgrounds without regard to color, race, creed or national origin; provide an organization to administer adult leadership and guidance in the training of young gymnasts who are interested in competing in amateur gymnastic competition; provide an organization to promote good sportsmanship and teamwork in gymnastics through competitive meets and the promotion of excellence in their performance; and raise funds through the sale of goods or services, or through donations, membership fees or any other lawful means, for the purpose of paying the costs associated with, but not limited to, the training of gymnasts, supplying of equipment and facilities necessary to

7200 1409

0000 0821

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

this training and the costs of entering into and traveling to amateur meets."

THIRD: The Articles of Incorporation of the Corporation are amended by deleting Article Seventh and substituting in lieu thereof the following:

"Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable, educational, religious or scientific, or corresponding section of any future federal tax code; or shall be distributed to the Federal Government, or to a state or local government for a public purpose."

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action

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CLERK'S NOTATION
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unanimously taken by the members of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the members of the Corporation duly approved said amendments.

IN WITNESS WHEREOFF, MARYLAND GYMNASTICS, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 15th day of December, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of MARYLAND GYMNASTICS, 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:

Leslie Adlam
Leslie Adlam, Secretary

MARYLAND GYMNASTICS, INC.

Robert Campbell
Robert Campbell, President

MARYLAND GYMNASTICS, INC. 1989

0000 0822

BOOK 238 PAGE 820

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 0928 BUSINESS CODE _____ COUNTY 52

D2614287 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	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 Corp. 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
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Michael R. Roblyer

MAIL TO ADDRESS: Roblyer & Richman, P.A.
7 Willow St.
Annapolis, Md. 21401

TOTAL FEES 20.00

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: MM. VH

3300 1409

0000 0824

BOOK 238 PAGE 821

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF AMENDMENT
OF
MARYLAND GYMNASTICS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 18, 1989 AT 9:10 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2614287

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
ROBLYER & RICHMAN, P.A.
ATTN: MICHAEL R. ROBLYER
7 WILLOW STREET
ANNAPOLIS MD 21401

12103031874

A 315308

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3200 1402

AT5-060

0000 0825

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/18/89 at 9:33 A.M.

DJ VENDING CORPORATION

A Maryland Close Corporation

ARTICLES OF AMENDMENT

DJ VENDING CORPORATION, having its principal office at 214 Ambleside Drive, Severna Park, Maryland 21146 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to change the name of the Corporation by striking in its entirety Article Second of the Charter and by substituting in lieu thereof the following:

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

UltraTank, Inc."

SECOND: This is a close corporation which has elected to have no directors. By the approval of the shareholders of the Corporation, pursuant to and in accordance with Section 4-303 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, the foregoing amendment was duly approved.

IN WITNESS WHEREOF, DJ VENDING CORPORATION 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 9th day of December, 1989, and its President acknowledges that these Articles of Amendment are the act and deed of DJ VENDING CORPORATION and,

1989 DEC 18 A 9:33
1989 NOV -2 PM 1:48
HEARER
CLERK
3199 2049
53526118 0052019

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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:

DJ VENDING CORPORATION

Joseph P. Allwein, Secretary

By: Darleen K. Bauer
Darleen K. Bauer, President

3199 2049

0000 0827

BOOK 238 PAGE 824

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

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

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 52.

D261 9336 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	W	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 Corp. 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 _____

TOTAL FEES 20.00

Name Change (New Name) UltraTank, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Codd & Codd
Attorneys at Law
670 Ritchie Hwy.
Severna Park, Md.
21146

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: DMC

3139 2090

0000 082A

BOOK 238 PAGE 825

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

ARTICLES OF AMENDMENT
OF
DJ VENDING CORPORATION
CHANGING ITS NAME TO:
ULTRATANK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 18, 1989 AT 9:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: $

RECORDING FEE PAID: $ 20.00

SPECIAL FEE PAID: $

D2619336

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
CODD & CODD
ATTORNEYS AT ALW
670 RITCHIE HIGHWAY
SEVERNA PARK MD 21146

121C3031804

A 315258

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER FOLIO 7199 2047

AT5-060

CLERK'S NOTATION
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BOOK 238 PAGE 826

CHANGE OF RESIDENT AGENT

The stockholders of Hunter Green Contractors, Inc., a corporation organized in Maryland on August 30, 1976 duly approved a resolution as follows:

RESOLVED: That the resident agent of the corporation is changed to Richard F. Cadigan, Esq., 609 Bosley Avenue, Towson, Maryland 21204.

I, William D. Carl, Jr., president of the corporation certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

William D. Carl, Jr., President

1989 DEC 18 A 9:23

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

12-18-89 at 9:23 A.m.

1990 MAY -2 PM 1:48

H. EARLE SCHAFER
CLERK

J.F. CLERK

7199 2023

0000 0830

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

BOOK 238 PAGE 827

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52

D0692616 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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 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 Corp. Registration
87		_____ Limited Part. Good Standing
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 _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Beach
Cadigan & Martin
609 Bosley Avenue
Towson, Md. 21204

TOTAL FEES $10.00

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC CM

3199 3024

0000 0831

CLERK'S NOTATION
Document submitted for record in a condition not permitting satisfactory photographic reproduction.

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
HUNTER GREEN CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 18, 1989 AT 9:23 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	$

D0692616

TO THE CLERK OF THE COURT OF ANNE ARUNDEL 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:
REACH, CADIGAN & MARTIN
609 BOSLEY AVENUE
TOWSON MD 21204

121C2031797

A 315254

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3199 2022

ATS-060

CLERK'S NOTATION
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STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/16/89 9:21 .m.

ARTICLES OF MERGER

RECEIVED
'89 DEC 1 PM 12:50
STATE DEPT. OF ASSESSMENTS & TAXATION

THESE ARTICLES OF MERGER, dated this 1 day of December, 1989, pursuant to Section 3-109 the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each Constituent Corporations into different stock or other consideration pursuant to Sevtion 3-103 Of the Code, and the manner of dealing with an issued stock of each of the Constituent Corporations not to be so converted or exchanged, are and shall be set forth herein.

SECOND: The parties to these Articles of Merger are INDUSTRIAL SERVICES CONTRACTORS, INC., a Maryland corporation (hereinafter referred to as "ISC"), and GREEN GLADE ENTERPRISES, INC., a Maryland close corporation electing to have no Board of Directors (hereinafter referred to as "Green Glade").

THIRD: ISC shall be the successor corporation (hereinafter sometimes referred to as "Successor").

STATE DEPT. OF ASSESSMENTS & TAXATION
RECEIVED '89 DEC 19 AM 9 21
J.F. CLERK 1989 MAY -2 PM 1:46
H. GRAY CLAYPER CLERK
93536176
3199 2007

CLERK'S NOTATION
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FOURTH: The principal office of ISC in the State of Maryland is 1003 Mount Holly Drive, Annapolis, Maryland. The principal office of Green Glade in the State of Maryland is also 1003 Mount Drive, Annapolis, Maryland, 21401. Green Glade does not own any property in Maryland, the title to which could be affected by the recording of an instrument among the land records.

FIFTH: The Stockholder of Green Glade, by written informal action signed and filed with the minutes of the proceedings of the Stockholder, duly adopted a resolution approving a merger with ISC, on substantially the terms and conditions herein set forth, all in the manner required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Green Glade.

SIXTH: The Board of Directors of ISC, by written informal action signed and filed with the minutes of the proceedings of the Board, duly adopted a resolution approving a merger with Green Glade, on substantially the terms and conditions herein set forth and directed its submission to the Stockholders.

SEVENTH: The Stockholders of ISC, by written informal action, approved the Articles of Merger in the manner required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of ISC.

EIGHTH: The merger shall not affect or constitute an amendment to the Articles of Incorporation of the Successor,

3199 2009

0000 0834

CLERK'S NOTATION
Document submitted for ... in a condition not ... satisfactory photographic reproduction.

and the Articles of Incorporation approved and received for record on October 5, 1984, along with any amendments thereto, shall constitute the Articles of Incorporation of the Successor.

NINTH: Green Glade has authority to issue by virtue of its Charter, one (1) class of stock, namely One Thousand (1,000) shares of Common Stock having no par value, (the Green Glade Common Stock).

TENTH: ISC has authority to issue by virtue of its Charter, Five Thousand (5,000) shares of Common Stock consisting of Two Thousand (2,000) shares of Class A Common Stock without par value (the "ISC Class A Common Stock"), One Thousand Five Hundred (1,500) shares of Class B Common Stock without par value (the "ISC Class B Common Stock"), and One Thousand Five Hundred (1,500) shares of Class C Common Stock without par value (the "ISC Class C Common Stock").

ELEVENTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) Each share of Green Glade Common Stock, if any, which remains unissued on the Effective Date of this merger shall be cancelled.

(b) Each share of ISC Class A Common Stock which is issued and outstanding on the Effective Date shall remain

3199 2009

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