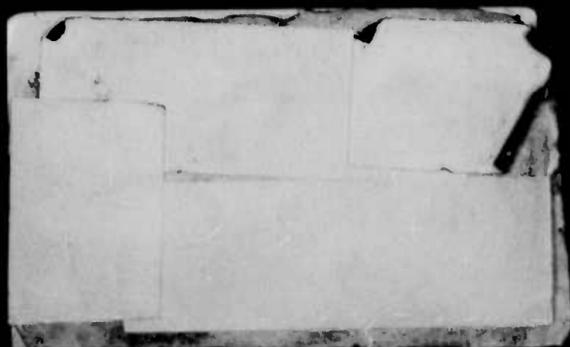


LIBER

2

7

4



ROBERT S. MARTIN, D.M.D., P.A.

CERTIFICATE

OF

CORPORATE RESOLUTIONS

I, SHELDON A. KALISH, the Undersigned, and duly elected, qualified and acting Secretary of ROBERT S. MARTIN, D.M.D., P.A., a Maryland professional close corporation, do hereby certify that (a) in an informal action of the Stockholders of the said Corporation dated the 18th day of May, 1992, the following resolutions were unanimously adopted and recorded in the minute book of said Corporation, (b) such resolutions are in accord with and pursuant to the Articles of Incorporation, Charter and By-Laws of said Corporation, (c) there are no directors of the Corporation and (d) such resolutions are now in full force and effect and have not been revoked or amended in any manner:

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and is hereby changed from Robert S. Martin, D.M.D., whose post office address is 6814 Bonnie Ridge Drive, Baltimore, Maryland 21209 to Andrew R. Sandler, Esquire, whose post office address is 2 Hopkins Plaza, Suite 900, Baltimore, Maryland 21201, and who is a resident of the State of Maryland.

FURTHER RESOLVED: 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 acts incident thereto.

IN WITNESS WHEREOF, I have hereunto set my signature and the seal of the Corporation as of this 18 day of June, 1992.

Sheldon A. Kalish
Sheldon A. Kalish, Secretary (SEAL)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

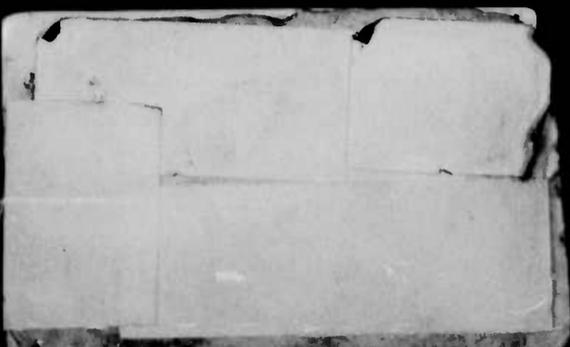
6-19-92 at 8:58 A. m.

21718185

RECEIVED
JUN 19 1992
STATE DEPT. OF ASSESSMENTS AND TAXATION

1992 SEP 30 AM 10:48

J. F. CLENN



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52
D0915391 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	
51	_____	Foreign Name Registration	_____ Resignation of Resident Agent
13	_____	_____ Certified Copy _____	_____ Designation of Resident Agent and Resident Agent's Address
56	_____	Penalty	_____ Other Change _____
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>040</u>
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	<u>Andrew Randall</u>
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
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

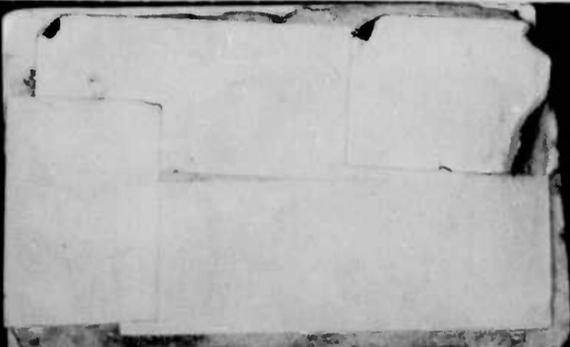
1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

3427 2068



CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
ROBERT S. MARTIN, D.M.D., P.A.

BOOK 274 PAGE 3

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 19, 1992 AT 8:58 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

\$ _____

D0975391

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.

CLERK'S NOTATION

Document submitted for record
in a condition not permitting
satisfactory photographic repro-
duction.

RETURN TO:
LEVIN AND GANN, P.A.
ATTN: ANDREW R. SANDLER
900 MERCANTILE BANK-TRUST BLDG.
TWO HOPKINS PLAZA
BALTIMORE MD 21201

249C3052134

A 394789



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO 3427 2066

ARTICLES OF INCORPORATION FOR A CLOSE CORPORATION

(See instructions on reverse side.) STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

FIRST: The undersigned JULIE A. BRINSTER 6/19/92 at 10:10 a.m.

whose address is RD3 BOX 50 - QUEENSTOWN Md 21658

JACK BRINSTER RD3 BOX 50 QUEENSTOWN MD 21658, being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland. The corporation shall be a close corporation.

SECOND: The name of the corporation is REFRIGERATION ENVIRONMENTAL PROTECTION ASSOCIATION INC.

THIRD: The purposes for which the corporation is formed are as follows: REFRIGERATION TRAINING AND EDUCATION.

FOURTH: The post office address of the principal office of the corporation in Maryland is 7525 M. CONNELLEY DRIVE HANOVER MD 21076

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are JULIE A. BRINSTER RD3 BOX 50 QUEENSTOWN MD 21658

SIXTH: The corporation has authority to issue 5,000 shares at \$ 0 par value per share.

SEVENTH: The corporation elects to have no board of directors. Until this election takes effect JULIE A. BRINSTER will be the director.

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

SIGNATURE(S)

Jack Brinster
Julie A. Brinster

RECEIVED FOR RECORD
CIRCUIT COURT 3. J. COUNTY

AT5-114

1992 SEP 30 AM 10:49



21748031 9407 2324

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 029 BUSINESS CODE 03 COUNTY 52
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10	<u>30</u>	Expedited Fee	_____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Registration Environmental</u>
71	_____	Financial	<u>Protection Association, Inc</u>
600	_____	Property Reports and _____ Personal	<u>7525 M. Connelley Drive</u>
	_____	late filing penalties	<u>Hanover, MD 21076</u>
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: HW

ARTICLES OF INCORPORATION
OF
REFRIGERATION ENVIRONMENTAL PROTECTION
ASSOCIATION INC.

BOOK 274 PAGE 6

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 19, 1992 AT 10:10 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:

\$

D3451812

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:
REFRIGERATION ENVIRONMENTAL PROTE
CTION ASSOCIATION, INC.
7525 M. CONNELLEY DRIVE
HANOVER MD 21076

249C3052043

A 394708



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO 3427 2323

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF REVIVAL FOR

APPROVED FOR RECORD 6/19/92 at 12:05 p.m.

Benjamin T. Kenney + Son, Inc.
(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

FIRST: The name of the corporation at the time the charter was forfeited was

Benjamin T. Kenney + Son, Inc.

SECOND: The name which the corporation will use after revival is

Benjamin T. Kenney + Sons, Inc.

THIRD: The address of the principal office in this state is

2118 Renard Court
Annapolis, Md 21401

FOURTH: The name and address of the resident agent is

Benjamin T. Kenney
2118 Renard Court
Annapolis, Md 21401

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

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

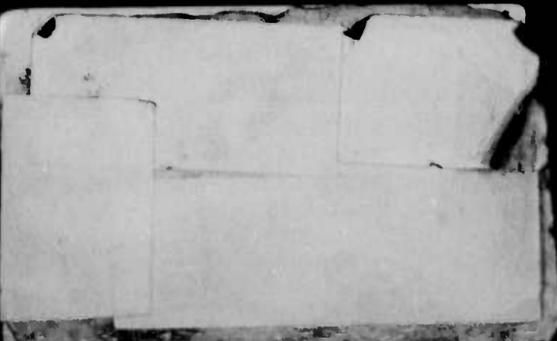
RECEIVED FOR RECORD
CIRCUIT COURT, A.A. COUNTY



(1)

1992 SEP 30 AM 10:49

21748042 3427 1961



(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.)

A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Last Acting President/Vice President

Last Acting Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

B The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Benjamin T. Kempsey
X Benjamin T. Kempsey
Last Acting Director

Last Acting Director

Last Acting Director

(Use if A and B cannot be signed/acknowledged)

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

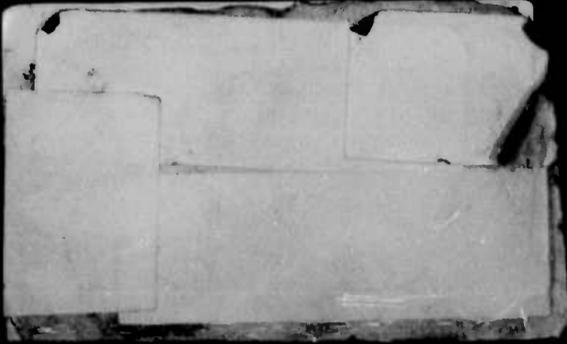
Director

Director

Director

(2)

3427 1962



AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Benjamin T. Kenney, Pres. of Benjamin T. Kenney + Son, Inc.
(insert name and title) (insert name of corporation)

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

Benjamin T. Kenney
(print name beneath signature)
Benjamin T. Kenney

I hereby certify that on June 19, 1992 before me the
(insert date)

subscriber, a notary public of the State of Maryland, in and for (insert name)

Baltimore City

of county for which notary is appointed)

personally appeared (insert name)

Benjamin T. Kenney
(of person swearing)

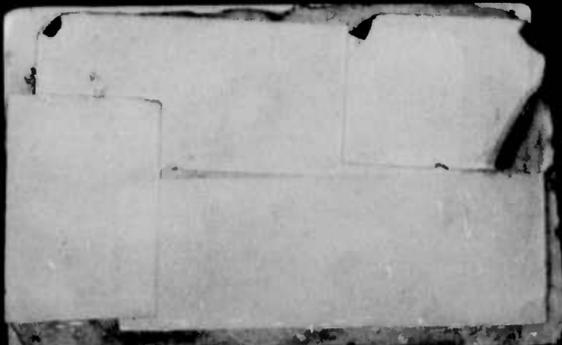
and made oath under the penalties of perjury that

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]
(signature of notary public)

My Commission expires 6/1/92



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 10

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 18A BUSINESS CODE _____ COUNTY 52
D2224970 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	<u>50</u>	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	<u>20</u>	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	<u>9</u>	<u>1</u> Certified Copy <u>3</u>
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance
76	_____	Certificate of Merger/Transfer
75	<u>30</u>	Special Fee
80	_____	For. Limited Partnership
83	_____	Cert. Limited Partnership
84	_____	Amendment to Limited Partnership
85	_____	Termination of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	Limited Part. Good Standing
71	_____	Financial
600	<u>240</u>	<u>1987-92</u> 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) Benjamin T. Kenney & Sons, 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: Benjamin Kenney
2118 Renard Ct
Annapolis Md 21401

TOTAL FEES 349
 Check _____ Cash

Documents on _____ checks

APPROVED BY: Pom

CERTIFIED COPY MADE 3427 1964

THE ARTICLES OF REVIVAL
OF
BENJAMIN T. KENNEY & SON, INC.
CHANGING ITS NAME TO:
BENJAMIN T. KENNEY & SONS, INC.

BOOK 274 PAGE 11

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 19, 1992 AT 12:05 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ 30.00

D2224970

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 KENNEY
2118 RENARD CT.
ANNAPOLIS

MD 21401

249C3052118

A 394775



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

3427 1960

RECEIVED

APPROVED FOR RECORD
6/19/92 at 1:20 P.M.

'92 JUN 19 PM 1 20

STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

OF

GREEN GROUP, INC.

(A Close Corporation Under Title 4 of Corporations and Associations Article)

THIS IS TO CERTIFY:

FIRST: That the undersigned, Sharon A. Green, whose post office address is 7 Dumbarton Court, Annapolis, Maryland, 21403, being at least 21 years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: That the name of the corporation, hereinafter called the Corporation, is Green Group, 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 provide telecommunications products and services to commercial, residential, and government clients.
- (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.

RECEIVED FOR RECORD
CIRCUIT COURT, A. A. COUNTY

1992 SEP 30 AM 10:49



21748055 427 2390

GREEN GROUP, INC.
June 15, 1992
Page 2

- (d) To carry on and transact for itself or for account of others, the business of general merchants, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products and marketable goods, wares and merchandise of every description.
- (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 of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises, or as sets by the issue, in accordance with the Laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.
- (f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, 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 voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the Laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or holder of 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

3427 2381

GREEN GROUP, INC.
June 15, 1992
Page 3

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, any other corporation in which the Corporation has any interest, and to endorse or otherwise guarantee the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation or association.
- (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, 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.
- (j) To carry on any of the businesses herein before 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.

3427 2382

GREEN GROUP, INC.
June 15, 1992
Page 4

- (k) 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 any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to 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 7 Dumbarton Court, Annapolis, Maryland 21403. The name and the post office address of the resident agent of the Corporation in Maryland are Sharon A. Green, 7 Dumbarton Court, Annapolis, Maryland 21403. Such 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 shares of no nominal or par value, all of which shares are of one class and are designated common stock.

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 elects to have no Board of Directors, and shall have no Board of Directors. Until such time, the Corporation shall have one director, whose name is Sharon A. Green.

EIGHTH: The duration of the Corporation shall be perpetual.

3427 2383

GREEN GROUP, INC.
June 15, 1992
Page 5

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation on June 15, 1992.

Sharon A. Green

STATE OF MARYLAND, CITY OF ANNAPOLIS

This is to certify that on June 15, 1992, before me, *Kimberly A. Sauter* the subscriber, a Notary Public of the State of Maryland, in and for Annapolis, personally appeared Sharon A. Green, and she acknowledged the foregoing Articles of Incorporation to be her act.

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

Notary Public

Kimberly A. Sauter
8/1/94

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 17

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>30</u>	Organ. & Capitalization	_____
61	<u>30</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	MAIL TO ADDRESS: _____
22	_____	State Transfer Tax	<u>Sharon Green</u>
23	_____	Local Transfer Tax	<u>7 Dumbarton Ct</u>
31	_____	_____ Corp. Good Standing	<u>Annapolis Md</u>
NA	_____	Foreign Corp. Registration	<u>21403</u>
87	_____	_____ Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	_____ Personal	_____
	_____	Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 70

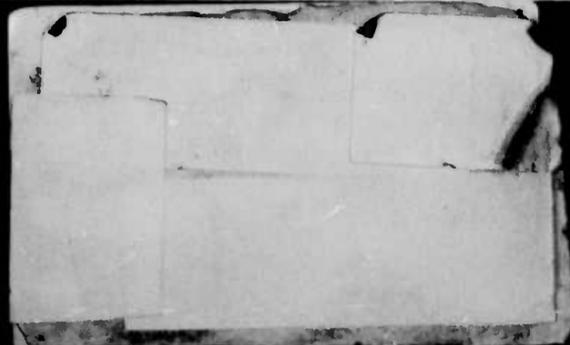
Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Pom

3427 2385



ARTICLES OF INCORPORATION
OF
GREEN GROUP, INC.

BOOK 274 PAGE 18

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 19, 1992 AT 1:20 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3451945

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:
SHARON A. GREEN
7 DUMBARTON COURT
ANNAPOLIS

MD 21403

249C3052056

A 394718



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

3427 2379

ARTICLES OF INCORPORATION
OF
HARDSCAPES CONSTRUCTION, INC.

(a close corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland

RECEIVED
STATE DEPT. OF ASSESSMENTS & TAXATION
JUN 19 1992 1 PM 1 2

FIRST: I, David Seidl, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation (the "Corporation") is "Hardscapes Construction, Inc."

THIRD: The Corporation is a "close corporation" as defined and 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 to (1) engage in the business of constructing specialty pavements and retaining walls and (2) engage in any other lawful business. 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.

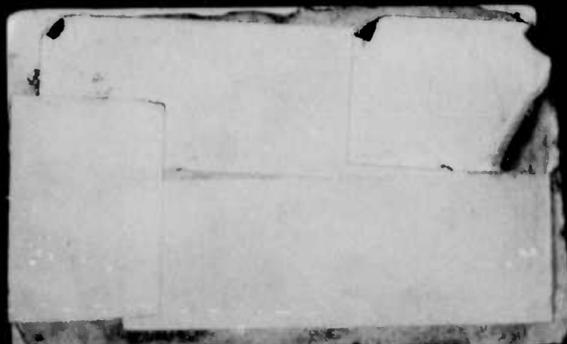
FIFTH: The address of the principal office of the Corporation is 92 Franklin Street, Annapolis, Maryland 21401. The name and address of the resident agent of the Corporation are Karen M. Eutsler, 92 Franklin Street, Annapolis, Maryland 21401.

1992 SEP 30 10:49

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

RECEIVED FOR RECORD
6/19/92 at 1:32 p.m.

21748064 2427 1998



SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.00.

SEVENTH: After completion of the organizational meeting of the director and the issuance of at least one share of Common Stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have one director whose name is Karen M. Eutsler.

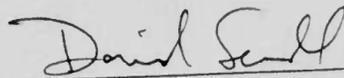
EIGHTH: To the fullest extent permitted by Maryland law, as it may be amended from time to time, no person who at any time was or is a director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

NINTH: The Corporation shall indemnify, to the fullest extent permitted by Maryland law as it may be amended from time to time, all persons who at any time were or are directors or officers of the Corporation. The Corporation shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final

7427 1889

disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, Maryland law as it may be amended from time to time. The Corporation may indemnify any other persons permitted but not required to be indemnified by Maryland law as it may be amended from time to time, if and to the extent indemnification is authorized and determined to be appropriate in each case in accordance with applicable law by the stockholders or special legal counsel appointed by the stockholders. The Corporation shall not be required to purchase or maintain insurance on behalf of any present or former directors or officers or other persons required or permitted to be indemnified. No amendment of the charter of this Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

I acknowledge these Articles of Incorporation to be my act
this 19th day of June, 1992.



David Seidl

B77602.ART

3427 1890

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 22

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 152

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>38</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: <u>John Mentzer</u>
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA		Foreign Corp. Registration	<u>Miles E Stockbridge</u>
87		_____ Limited Part. Good Standing	<u>10 Light Street</u>
71		Financial	<u>Baltimore, MD 21202</u>
600		_____ Personal	
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

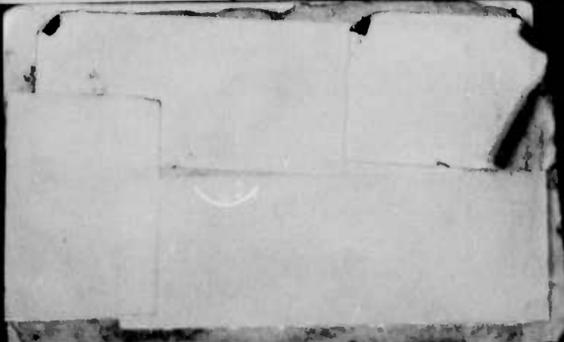
Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JmT

3427 1891



ARTICLES OF INCORPORATION
OF
HARDSCAPES CONSTRUCTION, INC.

BOOK 274 PAGE 23

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 19, 1992 AT 1:32 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3452406

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:
MILES & STOCKBRIDGE
ATTN: JOHN MENTZER
10 LIGHT ST.
BALTIMORE

MD 21202

249C3052102

A 394762



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

3427 1987

APPROVED FOR REGISTRATION

6/19/92 at 1:43 p.m.

ARTICLES OF INCORPORATION OF AUTHORIZED CLEANING SERVICES, INC.

RECEIVED STATE DEPT. OF ASSESSMENTS & TAXATION JUN 19 PM 1 49

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Sandra Kraus, whose address is 1025 West Nursery Road, Suite 126, Linthicum, Maryland 21090, 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:

AUTHORIZED CLEANING SERVICES, INC.

THIRD: The Corporation is formed for the purpose of carrying on any lawful business, which may include, but shall not be limited to, the business of carpet and upholstery cleaning.

FOURTH: The address of the principal office of the Corporation in this State is 1025 West Nursery Road, Suite 126, Linthicum, Maryland 21090.

FIFTH: The resident agent of the Corporation is Sandra Kraus, whose address is 1025 West Nursery Road, Suite 126, Linthicum, Maryland 21090.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred (100) shares, \$1.00 par value per share, all of one class. The aggregate par value of all authorized shares having a par value is One Hundred Dollars (\$100.00).

SEVENTH: The Corporation shall have a board of one (1) directors (the "Board of Directors") unless the number is increased or decreased in accordance with the Bylaws of the Corporation. However, the number of directors shall never be less than the minimum number required by the Maryland General Corporation Law. The initial directors are:

Donald Chapman

EIGHTH: (a) The Corporation reserves the right to make any amendment to the charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in the charter, of any shares of outstanding stock.

(b) The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities

1992 SEP 30 AM 10:49



21748069 3427 2401

convertible into shares of its stock of any class, whether now or hereafter authorized, for such considerations the Board of Directors may deem advisable, subject to such restriction or limitations, if any, as may be set forth in the Bylaws of the Corporation.

(c) The Board of Directors of the Corporation may, by supplementary articles, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations to dividends, qualifications, or terms or conditions of redemption of the stock.

NINTH: No holder of shares 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 shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

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 nor 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.

ELEVENTH: At all elections of directors, the stockholders shall have the right of cumulative voting, so that each stockholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected; and he may cast all of his votes for a single director or may distribute them among the persons nominated in any manner that he see fit.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 11th day of June, 1992.

Sandra Kraus
SANDRA KRAUS

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 26

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>50</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u>	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>Charles Gretz, Esq.</u>
87	_____	_____ Limited Part. Good Standing	<u>531 S. Sharp St.</u>
71	_____	Financial	<u>Baltimore, MD 21201</u>
600	_____	_____ Personal	_____
	_____	Property Reports and late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other	_____
	_____	Other	_____

TOTAL FEES 98

_____ Check _____ Cash

NOTE: (P/O) 539 4928

Documents on _____ checks

copy made

APPROVED BY: AW

3427 2403

ARTICLES OF INCORPORATION
OF
AUTHORIZED CLEANING SERVICES, INC.

BOOK 274 PAGE 27

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 19, 1992 AT 1:43 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3451986

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 GOETZ, ESQ.
531 S. SHARP ST.
BALTIMORE

MD 21201

249C3052060

A 394722



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

3427 2400

CUSTOM CUTS & COLORS, INC.

(A Close Corporation)

ARTICLES OF INCORPORATION

FIRST: The undersigned, John Barbo, 331 Edgemere Drive, Annapolis, Maryland 21403, and Mary Fowler, P.O. Box 4381, Annapolis, Maryland 21404, each being at least eighteen years of age, do hereby form a corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is CUSTOM CUTS & COLORS, 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:

1. To operate a beauty salon for hair styling and retail sale of beauty supplies.
2. 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.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 834 Bay Ridge Avenue, Annapolis, Maryland 21403. The name and post office of the resident agent of the Corporation in Maryland is John Barbo, 331 Edgemere Drive, Annapolis, Maryland 21403. 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 two (2) directors, whose names are John Barbo, 331 Edgemere Drive, Annapolis, Maryland 21403, and Mary Fowler, P.O. Box 4381, Annapolis, Maryland 21404.

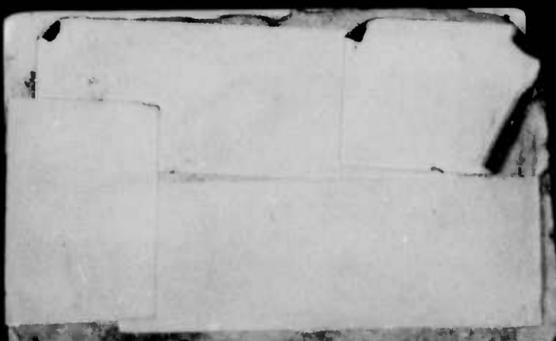
RECEIVED
STATE DEPT. OF ASSESSMENTS & TAXATION
JUN 19 1992 PM 5:58

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
6/19/92 at 1:53 p.m.

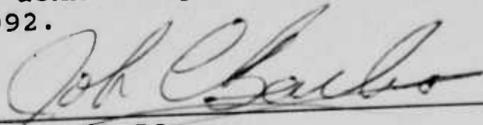
21748072 2428 1350

1992 SEP 30 AM 10:49



EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and severally acknowledged the same to be our act on this _____ day of June, 1992.



JOHN BARBO (SEAL)



MARY FOWLER (SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		Certified Copy	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		Limited Part. Good Standing	<u>MARY FOWLER</u>
71		Financial	<u>834 Bay Ridge Avenue</u>
600		Property Reports and late filing penalties	<u>Annapolis, MD 21403</u>
70		Change of P.O., R.A. or R.A.A.	_____
91		Amend/Cancellation, For. Limited Part.	_____
		Other	_____
		Other	_____

TOTAL FEES 40

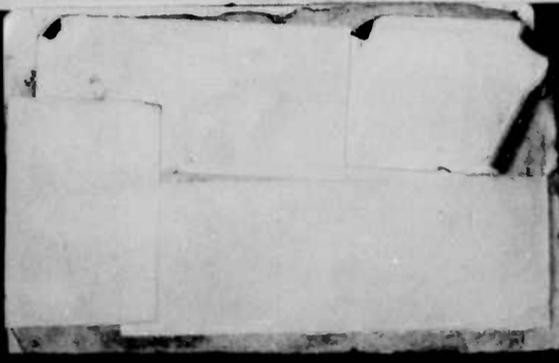
Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

3428 1352



ARTICLES OF INCORPORATION
OF
CUSTOM CUTS & COLORS, INC.

BOOK 274 PAGE 31

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 19, 1992 AT 1:53 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3453255

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:
MARY FOWLER
834 BAY RIDGE AVE.
ANNAPOLIS

MD 21403

250C3052242

A 394880



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3428 1349

ITI, INCORPORATED

APPROVED FOR RECORD

06-19-92 at 3:11 P.M. Articles of Amendment

ITI, Incorporated, 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 that:

FIRST: The charter of the Corporation is hereby amended as follows:

1. Strike out ARTICLE FOURTH, Paragraph B and insert in lieu thereof, the following:

"B. The Corporation shall indemnify and advance expenses to its currently acting and its former directors to the fullest extent that indemnification of directors is permitted by the Maryland General Corporation Law. The Corporation shall indemnify and advance expenses to its currently acting and its former officers to the same extent as its directors and to such further extent as is consistent with law. The Board of Directors may by Bylaw, resolution or agreement make further provision for indemnification of directors, officers, employees and agents to the fullest extent permitted by the Maryland General Corporation Law. The Corporation shall also, to the same extent, advance expenses to its directors and may advance expenses to its officers and other persons, if any, and may by bylaw, resolution or agreement make further provision for indemnification of directors, officers, employees and agents. No amendment or repeal of this paragraph, or the adoption of any provision of the Corporation's Charter inconsistent with this paragraph, shall adversely affect in any respect the indemnification of any director or officer of the Corporation with respect to any alleged act or omission which occurred prior to such amendment, or repeal or adoption.

RECEIVED

'92 JUN 19 PM 3 11

STATE DEPT. OF ASSESSMENTS & TAXATION

2. Strike out Article FOURTH, Paragraph G and insert in lieu thereof the following:

"G. To the fullest extent that limitations on the liability of directors and officers are permitted by the Maryland General Corporation Law, no director or officer of the Corporation shall have any liability to the Corporation or its stockholders for damages. This limitation on liability applies to events occurring at the time a person serves as a director or officer of the

1992 SEP 30 AM 10:49



21748000 3427 1982

Corporation whether or not such person is a director or officer at the time of any proceeding in which liability is asserted."

3. Add a new Paragraph H to Article FOURTH as follows:

"H. References to the Maryland General Corporation Law in this Article are to that law as from time to time amended. No amendment to the charter of the Corporation shall adversely affect any right of any person under this Article based on any event, omission or proceeding prior to the amendment."

4. Add a new Paragraph I to Article FOURTH as follows:

"I. No stockholder of the Corporation shall have any preferential or preemptive right to acquire additional shares of stock of the Corporation except to the extent, and on the terms, that the Board of Directors may from time to time determine."

5. Strike out the first paragraph of Article SIXTH and insert in lieu thereof the following:

"The Corporation has authority to issue Seventy Four Million (74,000,000) shares of Capital Stock, of which Twenty-Four Million (24,000,000) shares are classified as Series A Convertible Preferred Stock, par value \$.01 per share, Twenty-Four Million (24,000,000) shares are classified as Series A1 Convertible Preferred Stock, par value \$.01 per share, and Twenty-Six Million (26,000,000) shares are classified as Common Stock, par value \$.01 per share. The aggregate par value of the stock of all classes which the Corporation is authorized to issue is Seven Hundred Forty Thousand Dollars (\$740,000).

6. ARTICLE SIXTH Section 5(a) is hereby amended by deleting the third sentence thereof and inserting in lieu thereof the following:

"Each share of Series A Convertible Preferred Stock shall have the same number of votes as the number of shares of Common Stock into which a share of Series A Convertible Preferred Stock is then convertible and each

share of Series A1 Convertible Preferred Stock shall have the same number of votes as the number of shares of Common Stock into which a share of Series A1 Convertible Preferred Stock is then convertible."

SECOND: The amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation in the manner and by the vote required by law.

THIRD: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized, and the number and par value of the shares of each class were as follows:

Forty-Two Million Five Hundred Thousand (42,500,000) shares of Capital Stock, of which Nine Million (9,000,000) shares are classified as Series A Convertible Preferred Stock, par value \$.01 per share, Nine Million (9,000,000) shares classified as Series A1 Convertible Preferred Stock, par value \$.01 per share and Twenty-Four Million Five Hundred Thousand (24,500,000) shares are classified as Common Stock, par value \$.01 per share.

(b) The total number of shares of all classes of stock of the Corporation as increased, and the number and par value of the shares of each class, are as follows:

Seventy-Four Million (74,000,000) shares of capital stock, of which Twenty-Four Million (24,000,000) shares are classified as Series A Convertible Preferred Stock, par value \$.01 per share, Twenty-Four Million (24,000,000) shares are classified as Series A1 Convertible Preferred Stock, par value \$.01 per share and Twenty-Six Million (26,000,000) shares are classified as Common Stock, par value \$.01 per share.

(c) The aggregate par value of all shares of all classes of stock of the Corporation heretofore authorized was Four Hundred Twenty-Five Thousand Dollars (\$425,000.00). The aggregate par value of all shares of all classes of stock as increased by this amendment is Seven Hundred Forty Thousand Dollars (\$740,000.00).

FOURTH: The information required by Section 2-607(b)(2)(i) of the Maryland General Corporation Law, which

requires a description of each class of the Corporation's capital stock, including the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption, is not changed by these Articles of Amendment.

IN WITNESS WHEREOF, ITI Incorporated has caused these Articles of Amendment 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.

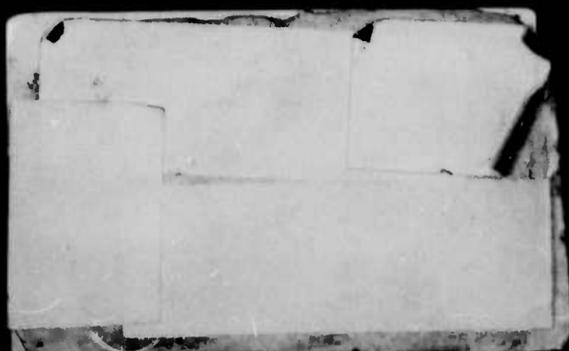
The undersigned President acknowledges these Articles of Amendment to be the corporate act of the Corporation and states that, to the best of his knowledge, information and belief, the matters and facts set forth herein with respect to the authorization and approval thereof are true in all material respects and that this statement is made under the penalties of perjury.

ATTEST:

ITI, Incorporated

John E Price (SEAL)
John E. Price, Secretary

By: Kermit M. Beseke (SEAL)
Kermit M. Beseke, President



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 36

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0938 BUSINESS CODE 03 COUNTY 52
#D2821304 P.A. Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>63</u>	Organ. & Capitalization	_____
61		Rec. Fee (Arts. of Inc.)	_____
62	<u>20</u>	Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		Certified Copy	_____ Other Change <u>Increase Stock</u>
56		Penalty	_____
54		For. Supplemental Cert.	_____
53		Foreign Resolution	_____
73		Certificate of Conveyance	_____
76		Certificate of Merger/Transfer	_____
75		Special Fee	Code <u>063</u>
80		For. Limited Partnership	ATTENTION: <u>Leah R. Schuman</u>
83		Cert. Limited Partnership	_____
84		Amendment to Limited Partnership	_____
85		Termination of Limited Partnership	_____
21		Recordation Tax	_____
22		State Transfer Tax	_____
23		Local Transfer Tax	_____
31		Corp. Good Standing	MAIL TO ADDRESS: _____
NA		Foreign 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 113

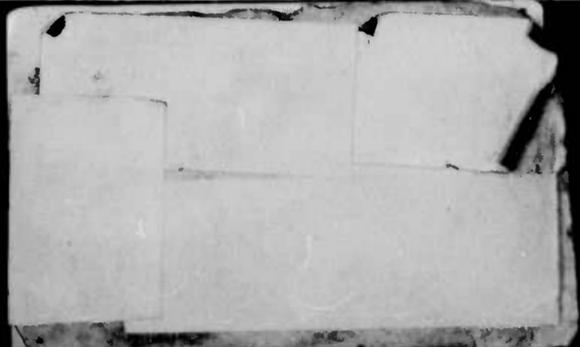
Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: JMT

3427 1986



ARTICLES OF AMENDMENT
OF
ITI, INCORPORATED

BOOK 274 PAGE 37

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 19, 1992 AT 3:11 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 63.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2821304

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:
VENABLE, BAETJER & HOWARD
LEAH R. SCHUMAN
2 HOPKINS PLAZA
1800 MERCANTILE BANK & TRUST BLDG
BALTIMORE MD 21201



249C3052121

A 384607

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3427 1991

ARTICLES OF MERGER
BETWEEN
ITI, INCORPORATED
AND
SECURE COMPUTING TECHNOLOGY CORPORATION

APPROVED FOR RECORD

06-19-92 at 3:18 p.m.

RECEIVED
JUN 19 3 18 PM '92
STATE DEPT. OF ASSESSMENTS & TAXATION

ITI, INCORPORATED, a Maryland corporation ("ITI" or the "Merging Company"), and SECURE COMPUTING TECHNOLOGY CORPORATION, a Maryland corporation ("SCTC" and, following the merger, the "Survivor"), hereby certify to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Merging Company and the Survivor have agreed that the Merging Company shall be merged with and into the Survivor (the "Merger").

SECOND: The names of the corporations which are parties to the merger are ITI, Incorporated and Secure Computing Technology Corporation. Both the Merging Company and the Survivor were organized and are existing under the laws of the State of Maryland. The Survivor shall be the successor corporation in the merger under the laws of the State of Maryland and its name, as amended herein, shall be Secure Computing Corporation.

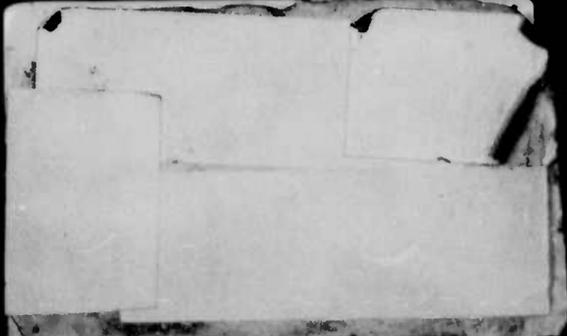
THIRD: The Merging Company's principal office is 893 Elkridge Landing Road, Suite 203, Linthicum, Maryland 21090. The Merging Company owns no properties, the title to which could be affected by the recording of an instrument among the Land Records of any county in Maryland.

FOURTH: The total number of shares of stock of all classes which the Merging Company has authority to issue is 74,000,000 shares, consisting of 26,000,000 shares of Common

1992 SEP 30 AM 10:49



21748604 1992



Stock, par value \$.01 per share, 24,000,000 shares of Series A Convertible Preferred Stock, par value \$.01 per share, and 24,000,000 shares of Series A1 Convertible Preferred Stock, par value \$.01 per share having an aggregate par value of all shares of all classes of \$740,000.

The total number of shares of stock of all classes which the Survivor has authority to issue is 4,750,000 shares, consisting of 3,250,000 shares of Common Stock, par value \$.01 per share, and 1,500,000 shares of Preferred Stock, par value \$.01 per share, having an aggregate par value of all shares of all classes of \$47,500. The total number of shares of stock of all classes which the Survivor shall have authority to issue following the merger is 33,000,000 shares, consisting of 25,000,000 shares of Common Stock, par value \$.01 per share, and 8,000,000 shares of Preferred Stock, par value \$.01 per share, of which 2,500,000 shares are classified as Series A Convertible Preferred Stock, par value \$.01 per share, having an aggregate par value of all shares of all classes of \$330,000.

FIFTH: The manner and basis of converting the outstanding shares of issued stock of the Merging Company and the Survivor shall be as follows:

(a) At the effective time of the Merger, each share of capital stock of the Merging Company issued and outstanding as of immediately prior to the effective time shall automatically be converted as follows:

Common Stock, \$.01 par value ("ITI Common Stock")
- each share converted to 0.100334 shares of Common Stock, \$.01 par value of the survivor ("Survivor Common Stock")

Series A Convertible Preferred Stock, \$.01 par value ("ITI Series A Stock") - each share converts to 0.100334 shares of Series A Convertible Preferred Stock, \$.01 par value of the survivor ("Survivor Series A Stock")

At the effective time of the Merger, each share of capital stock of SCTC outstanding as of immediately prior to the effective time shall automatically be converted as follows:

Common Stock, \$.01 par value ("SCTC Common Stock") - each share converts to 1.06667 shares of Survivor Common Stock.

Series A Convertible Preferred Stock, \$.01 par value ("SCTC Preferred Stock") - each share is cancelled and ceases to exist.

In each instance, the number of shares of Survivor capital stock to which a holder of ITI or SCTC capital stock would otherwise be entitled upon conversion shall be rounded up or down, as the case may be, to the nearest whole number of shares of Survivor capital stock. As a result, no fractional shares of Survivor capital stock will be issuable in the Merger.

(b) All shares of ITI or SCTC capital stock (the "Shares") to be converted to Survivor capital stock shall, by virtue of the Merger and without any action on the part of holders thereof, cease to be outstanding, and each holder of a

certificate representing any such Shares shall thereafter cease to have any rights with respect to such Shares, except the right to receive for each of the Shares, upon surrender such certificate in accordance with the procedures described below, the shares of Survivor capital stock specified above.

(c) Holders of certificates representing ITI Shares who shall, before the taking of the vote of the stockholders of ITI have filed with ITI written objection to the Merger, who shall not have voted in favor of the Merger and who shall have, within 20 days after the Department of Assessments and Taxation of the State of Maryland accepts the Articles of Merger for record, properly made a written demand on the surviving corporation for payment for their shares in accordance with §3-203 of the Maryland General Corporation Law ("MGCL"), shall not thereafter be entitled to vote such shares for any purpose or be entitled to the payment of dividends or other distributions on such shares except as otherwise provided under §3-206 of the MGCL. Notwithstanding the foregoing subsection, such shares held by any such holder shall not be deemed to be converted into Survivor capital stock as provided above unless and until the right of such holder to payment for his ITI Shares under the MGCL shall cease as provided in §3-205 of the MGCL, at which time such shares shall be converted into Survivor capital stock as provided above.

(d) The holders of certificates representing ITI or SCTC Shares shall cease to have any rights as stockholders of

the respective companies, except such rights, if any, as they may have pursuant to the MGCL and, except as aforesaid, their sole rights shall be the right to receive the amount of Survivor capital stock into which their Shares have been converted by the Merger as provided in a above.

SIXTH: The charter of the Survivor as written is hereby amended by striking out Article SECOND and inserting in lieu thereof the following:

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is:
→ Secure Computing Corporation.

and by inserting the following provision in Article FOURTH:

I. 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.

and by striking out Article FIFTH and inserting in lieu thereof the following:

FIFTH: The post office address of the principal office of the Corporation in this state is CSC-Lawyers Incorporating Service Company whose post office address is c/o James E. Baker, Esq., 100 Light Street, 6th Floor, Baltimore, Maryland 21202. The Resident Agent of the Corporation is: c/o James E. Baker, Esq., 100 Light Street, 6th Floor, Baltimore, Maryland 21202.

and by striking out Article SIXTH and inserting in lieu thereof the following:

The Corporation has authority to issue 33,000,000 shares of Capital Stock, of which 8,000,000 shares are classified as Preferred Stock, par value \$.01 per share and 25,000,000 shares are

classified as Common Stock, par value \$.01 per share. Of the shares of Preferred Stock, 2,500,000 are classified as Series A Preferred Stock. The aggregate par value of the stock of all classes which the Corporation is authorized to issue is \$330,000.

Subject to the power of the Board of Directors to reclassify unissued shares, the shares of each class of stock of the Corporation shall have the following preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption:

1. Dividends. The holders of shares of Series A Convertible Preferred Stock shall be entitled to receive cumulative dividends at the rate of \$.25 per share per annum (subject to adjustment for stock splits, combinations, reclassifications and other adjustments to the Series A Convertible Preferred Stock) from the original date of issuance (the "Original Issue Date") of the shares of Series A Convertible Preferred Stock of ITI, Incorporated ("ITI") which were converted into the shares of Series A Convertible Preferred Stock of the Corporation in the merger of ITI with and into the Corporation in June 1992, payable when, as and if declared by the Board of Directors of the Corporation.

2. Liquidation. (a) In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary:

(i) The holders of shares of Series A Convertible Preferred Stock shall be entitled to receive from the assets of the Corporation available for distribution to stockholders, before any payment or distribution shall be made to the holders of the Common Stock, cash in an amount equal to \$2.80 per share (subject to adjustment for stock splits, combinations, reclassifications or other adjustments to the Series A Preferred Stock) per share plus, to the extent that the Corporation then has retained earnings, dividends accrued to, but unpaid as of, the date of the payment. If the assets of the Corporation available for distribution to stockholders are

insufficient to permit payment of the full preferential amount to the holders of the Series A Convertible Preferred Stock, then each share of Series A Convertible Preferred Stock shall entitle the holder to an equal proportion of the assets to be distributed.

(ii) If the assets of the Corporation available for distribution to stockholders exceed the preferential amounts payable to holders of Series A Convertible Preferred Stock in respect of their shares, then each share of Common Stock shall entitle the holder to receive an equal proportion of the assets available for distribution after payment of the full preferential amount payable to holders of the Series A Convertible Preferred Stock, and holders of the Series A Convertible Preferred Stock shall not be entitled to participate in any such amounts.

(b) A merger or consolidation of the Corporation or any subsidiary of the Corporation into or with any other corporation, a merger or any other corporation into the Corporation or any subsidiary of the Corporation, a share exchange to which the Corporation is a party, or a transfer by the Corporation or any subsidiary of the Corporation of all or substantially all of its assets shall be deemed, for the purposes of this Section 2, to be a liquidation, dissolution or winding-up of the Corporation at the option of each holder of Series A Convertible Preferred Stock.

3. Conversion. (a) Each share of Series A Convertible Preferred Stock shall be convertible, at the option of the holder, at any time after the date of issuance into such number of fully paid and nonassessable shares of Common Stock of the Corporation as is determined by dividing \$2.80 by the Conversion Price in effect at the time of conversion.

(b) Each Share of Series A Convertible Preferred Stock shall automatically be converted into shares of Common Stock at the then effective Conversion Price upon the closing of an underwritten public offering pursuant to an effective registration statement under the

Securities Act of 1933 which results in gross proceeds to the corporation of at least \$7,500,000 and is at a price to the public of at least \$6.00 per share. At least 20 days prior written notice of the date fixed and place designated for mandatory conversion shall be sent by first class mail, postage prepaid, to each holder of record of Series A Convertible Preferred Stock at such holder's address as shown in the records of the Corporation. On or before the date fixed for conversion, each holder of shares of Series A Convertible Preferred Stock shall surrender the certificates for such shares to the Corporation at the place designated in such notice and shall thereafter receive certificates for the number of full shares of Common Stock to such holder is entitled.

(c) No fractional shares of Common Stock shall be issued upon conversion of Series A Convertible Preferred Stock. In lieu of any fractional shares, the Corporation shall pay cash equal to such fraction multiplied by the then effective Conversion Price.

(d) Any holder of Series A Convertible Preferred Stock may convert the same by written notice to the Corporation specifying the number of shares to be converted accompanied by the certificates therefor, duly endorsed for transfer, at the office of the Corporation. The Corporation shall as soon as practicable thereafter, issue and deliver to such holder a certificate or certificates for the number of shares of Common Stock to which he shall be entitled and a check payable to the holder in the amount of any cash in lieu of issuance of any fractional share. The conversion shall be deemed to have been made immediately prior to the close of business on the date of receipt of the notice accompanied by certificates for the shares to be converted. The person entitled to receive the shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder of such shares of Common Stock on such date. If the conversion is in connection with an underwritten offering of securities registered pursuant to the Securities Act of 1933, the notice of any holder surrendering Series A Convertible Preferred Stock for conversion may be conditioned upon the closing

with the underwriter of the sale of securities, except in the event of mandatory conversion pursuant to paragraph(b).

(e) The Conversion Price of the Series A Convertible Preferred Stock shall initially be \$2.80 per share of Common Stock and shall be subject to adjustment as provided below. No adjustment shall be made to the Conversion Price unless the cumulative adjustments not previously reflected in the Conversion Price equals or exceeds one cent.

(f) If the Corporation shall issue any shares of Common Stock for consideration per share less than the Conversion Price then in effect (except as set forth in (g) below), the Conversion Price of the Series A Convertible Preferred Stock in effect immediately prior to each such issuance shall be reduced to the price (calculated to the nearest cent) determined by dividing (i) an amount equal to the sum of (a) the number of shares of Common Stock outstanding (including the shares of Common Stock deemed issued pursuant to this Section 3) immediately prior to such issue or sale multiplied by the then existing Conversion Price, and (b) the consideration, if any, received by the Company upon such issue or sale, by (ii) the total number of shares of Common Stock outstanding (including the shares of Common Stock deemed issued pursuant to this Section 3) immediately after such issue or sale. For the purposes of any adjustment to the Conversion Price the following provisions shall be applicable:

(i) In the case of the issuance of options to purchase or rights to subscribe for Common Stock, the Common Stock deliverable upon exercise of such options to purchase or rights to subscribe for Common Stock shall be deemed to have been issued at the time such options or rights were issued and for a per share consideration equal to the per share consideration (determined in the manner provided below), if any, received by the Corporation upon the issuance of such options or rights plus the minimum per share purchase price provided in such options or rights for the Common Stock covered thereby.

(ii) In the case of the issuance of securities by their terms convertible into or exchangeable for Common Stock, or options to purchase or rights to subscribe for such convertible or exchangeable securities, the Common Stock deliverable upon conversion of or in exchange for any such convertible or exchangeable securities or upon the exercise of options to purchase or rights to subscribe for such convertible or exchangeable securities and subsequent conversion or exchange thereof shall be deemed to have been issued at the time such securities were issued or such options or rights were issued and for a per share consideration equal to the per share consideration received by the Corporation for any such securities and related options or rights (excluding any cash received on account of accrued interest or accrued dividends), plus the additional minimum per share consideration, if any, to be received by the Corporation upon the conversion or exchange of such securities or the exercise of any related options or rights (the consideration in each case to be determined in the manner provided below).

(iii) On any change in the minimum per share purchase price of shares of Common Stock deliverable upon the exercise of any option or right covered in subparagraph (i) or upon the conversion of or exchange of any convertible or exchangeable security covered in subparagraph (ii) (including any increase in the number of shares of Common Stock deliverable without a change in the consideration payable upon exercise, conversion or exchange), other than a change resulting from the antidilution provisions of such options, rights or securities, the Conversion Price shall forthwith be readjusted to such Conversion Price as would have obtained had the adjustment been made upon the issuance of each such option, right or security not exercised, converted or exchanged prior to such change; provided, however, that no readjustment pursuant to the terms of this subparagraph (iii) shall have the effect of increasing the Conversion Price to an amount which exceeds the lower

of (A) the Conversion Price on the original adjustment date, or (B) the Conversion Price that would have resulted from any issuance or deemed issuance of Common Stock between the original adjustment date and such readjustment date.

(iv) On the expiration of any such options or rights, the termination of any such rights to convert or exchange or the expiration of any options or rights related to such convertible or exchangeable securities, the Conversion Price shall forthwith be readjusted to the Conversion Price which would have been in effect had such options, rights, convertible or exchangeable securities or options or rights related to such convertible or exchangeable securities, as the case may be, not been issued; provided, however, that such Conversion Price shall reflect any adjustments that would have resulted from any issuance or deemed issuance of Common Stock between the original adjustment date and the readjustment date.

For the purpose of any adjustment of the Conversion Price the following provisions shall be applicable:

(i) In the case of the issuance of Common Stock for a consideration in whole or in part other than cash, the per share consideration other than cash shall be deemed to be the fair value thereof as determined by an independent appraiser chosen by the Board of Directors of the Corporation.

(ii) In the case of the issuance of Common Stock for a consideration in whole or in part other than cash, the per share consideration other than cash shall be deemed to be the fair value thereof as determined by an independent appraiser chosen by the Board of Directors of the Corporation.

(g) Anything herein to the contrary notwithstanding, the Corporation shall not be required to make any adjustments to the

Conversion Price in the case of the issuance of up to 490,370 shares of Common Stock issuable upon exercise of options issuable under the Corporation's employee stock option plan.

(h) If the Corporation declares a dividend payable in shares of Common Stock, subdivides its outstanding shares of Common Stock into a smaller number, or reclassifies or combines its Common Stock, then the Conversion Price of the Series A Convertible Preferred Stock in effect immediately prior to such subdivision, reclassification, or combination shall forthwith be adjusted to that price determined by multiplying the Conversion Price by a fraction (i) the numerator of which shall be the total number of outstanding shares of Common Stock immediately prior to such subdivision, reclassification, or combination and (ii) the denominator of which shall be the total number of outstanding shares of Common Stock immediately after such subdivision, reclassification, or combination.

(i) Whenever a Conversion Price shall be adjusted, the Corporation shall mail a statement certified by the Chief Financial Officer of the Corporation, showing in detail the facts requiring such adjustment, and the Conversion Price in effect after the adjustment, by first class mail, postage prepaid, to each holder of record of Series A Convertible Preferred Stock affected by such adjustment at such holders address shown in the records of the Corporation.

(j) Shares of Series A Convertible Preferred Stock which have been converted shall be retired and shall not be reissued.

4. Redemption. (a) Each holder of shares of Series A Convertible Preferred Stock may require that the Corporation redeem all or any part of his shares on or after the fifth anniversary of the Original Issue Date at a price equal to \$2.80 per share (subject to adjustment for stock splits, combinations, reclassifications or other adjustments to the Series A Preferred Stock) plus, to the extent that the Corporation then has retained earnings, accrued but undeclared and/or unpaid dividends. The Corporation shall not redeem any shares of Series A Convertible Preferred Stock unless the Corporation received

requests for redemption from holders of Series A Convertible Preferred Stock to redeem at least two-thirds of the shares of the Series A Convertible Preferred Stock then outstanding.

(b) On or before the redemption date, each holder of shares of Series A Convertible Preferred Stock to be redeemed shall surrender the certificates for such shares to the Corporation as its principal executive office duly endorsed for transfer. The Corporation shall pay the redemption price to each holder on the later of the redemption date or the date the certificates representing the shares of the holder to be redeemed shall have been surrendered to the Corporation properly endorsed for transfer. If the Corporation has paid the redemption price or deposited irrevocably in trust an amount equal to the redemption price for payment of the redemption of the redemption priced upon delivery of certificates representing shares of the Series A Convertible Preferred Stock to be redeemed, the shares of Series A Convertible Preferred Stock shall no longer be deemed outstanding for any purpose from and after the redemption date.

(c) If the Corporation does not have sufficient funds legally available for the redemption of all shares of Series A Convertible Preferred Stock which the holders have requested be redeemed by the Corporation in accordance with paragraph (a), then the Corporation shall redeem the number of shares of Series A Convertible Preferred Stock which it may lawfully redeem on the redemption date from the holders who have requested that the Corporation redeem their shares in accordance with paragraph (a) in the proportion that the number of shares each such holder has requested that the Corporation redeem bears to the total number of shares which all such holders have requested that the Corporation redeem. As and when the Corporation has additional funds legally available for redemption of shares of Series A Convertible Preferred Stock, it shall redeem the shares of those who have requested that the Corporation redeem their shares in accordance with paragraph (a) in the same proportion as the initial redemption.

5. Voting. (a) Except as hereinafter provided or required by law, the Common Stock and the

Series A Convertible Preferred Stock shall vote as a single class. Each share of Common Stock shall have one vote per share. Each share of Series A Convertible Preferred Stock shall have the same number of votes as the number of shares of Common Stock into which a share of Series A Convertible Preferred Stock is then convertible.

(b) The holders of the Series A Convertible Preferred Stock voting as a separate class, shall be entitled to elect a majority of the entire Board of Directors.

(c) If any director elected by the holders of the Series A Convertible Preferred Stock shall cease to be a director for any reason (including death, resignation, removal or any other cause), the vacancy shall be filled by vote of the remaining director or directors elected by the holders of Series A Convertible Preferred Stock. If there is no such remaining director, then upon the call of a special meeting of holders of Series A Convertible Preferred Stock, by any such holder, the vacancy shall be filled by the holders of the Series A Convertible Preferred Stock.

(d) If any director elected by the holders of the Common Stock shall cease to be a director for any reason (including death, resignation, removal or any other cause), the vacancy shall be filled by a vote of the remaining director or directors elected by the holders of Common Stock. If there is no such remaining director, then upon the call of a special meeting of holders, of Common Stock, by any such holder, the vacancy shall be filled by the holders of the Common Stock.

(e) Each of the following actions shall require the approval of two-thirds of the votes entitled to be cast by the holders of the Series A Convertible Preferred Stock voting as a single class, and a majority of the votes entitled to be cast by the holders of the Series A Convertible Preferred Stock and the Common Stock, voting as a single class:

(i) the authorization of any additional shares of Series A Convertible Preferred Stock or of any Stock which ranks

prior to or on parity with the Series A Convertible Preferred Stock with respect to dividends or upon liquidation of the Corporation;

(ii) the declaration or payment of any dividend on any stock other than dividends payable solely to holders of Series A Convertible Preferred Stock or solely in shares of Common Stock; or

(iii) any repurchase of shares of Stock by the Corporation (other than those approved by the Board of Directors from terminated employees, officers, directors or consultants).

(f) The following action shall require the approval of two-thirds of the votes entitled to be cast by the holders of the Series A Convertible Preferred Stock and holders of Common Stock shall not be entitled to vote thereon:

(i) any amendment of the Corporation's charter which changes the contract rights of the Series A Convertible Preferred Stock materially and adversely.

(g) Any stock of the Corporation shall be deemed to rank:

(i) Prior to another class either as to dividends or upon liquidation, if the holders of such class shall be entitled to the receipt of dividends or of amounts distributable on liquidation, dissolution or winding up, as the case may be, in preference or priority to holders of such other class;

(ii) on a parity with another class either as to dividends or upon liquidations, whether or not the dividend rates, dividend payment dates or redemption or liquidation price per share thereof is different from those of such others, if the holders of such class of Stock shall be entitled to receipt of dividends or amounts distributable upon liquidation, dissolution or winding up, as the case may be, in proportion to their respective dividend rates or redemption or

liquidation prices, without preference or priority over the holders of such other class; and

(iii) junior to another class either as to dividends or upon liquidation, if the rights of the holders of such class shall be subject or subordinate to the rights of the holders of such other class in respect of the receipt of dividends or the amounts distributable upon liquidation, dissolution or winding up, as the case may be.

6. Notices of Record Dates. In the event of:

(a) any taking by the Corporation of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividend or other distribution (other than dividends payable solely in Common Stock of the Corporation), or any right to subscribe for, purchase or otherwise acquire any shares of stock of any class or any other securities or property, or to receive any right to sell shares of stock of any class or any other right, or

(b) any capital reorganization of the Corporation, any reclassification or recapitalization of the capital Stock of the Corporation or any transfer of all or substantially all the assets of the Corporation to or consolidation or merger of the Corporation with or into any other corporation or entity, or

(c) any voluntary or involuntary dissolution, liquidation or winding-up of the Corporation, then and in each such event the Corporation will give notice to the holders of the Series A Convertible Preferred Stock specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right and stating the amount and character of such dividend, distribution or right, and (ii) the date on which any such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding-up is to take place, and the time, if any is to be fixed, as of which the holders or record of Common Stock will be entitled to exchange their

shares of Common Stock for securities or other property deliverable upon such reorganization, reclassification, recapitalization, transfer, consolidation, merger, dissolution, liquidation or winding-up. Such notice shall be given at least 20 days and not more than 90 days prior to the date therein specified, and such notice shall state that the action in question or the record date is subject to a favorable vote of stockholders, if either is required.

SEVENTH: (a) The total number of shares of Capital Stock which the Survivor was authorized to issue prior to the amendment was Four Million Seven Hundred Fifty Thousand (4,750,000) shares, with a par value of \$.01 per share, consisting of Three Million Two Hundred Fifty Thousand (3,250,000) shares of Common Stock, par value \$.01 per share, and One Million Five Hundred Thousand (1,500,000) shares of Preferred Stock, par value \$.01 per share, having an aggregate par value of all shares of all classes of Forty-Seven Thousand Five Hundred Dollars (\$47,500).

(b) The total number of shares of Capital Stock which the Survivor is authorized to issue following the aforesaid amendment is Thirty-Three Million (33,000,000) shares, with a par value of \$.01 per share, consisting of Twenty-Five Million (25,000,000) shares of Common Stock, with a par value of \$.01 per share, par value \$.01 per share and Eight Million (8,000,000) shares of Preferred Stock par value \$.01 per share, having an aggregate par value of all shares of Three Hundred and Thirty Thousand Dollars (\$330,000).

EIGHTH: The terms and conditions of the merger and the other transactions set forth in these Articles were duly advised, authorized and approved by the Merging Company and the Survivor in the manner and by the votes required by their respective charters and the MGCL, in the manner set forth below:

The Boards of Directors of the Merging Company and the Survivor, at a meeting on May 28, 1992 duly adopted resolutions declaring the Merger to be advisable and directing that the Merger be submitted for action thereon at a meeting of the respective stockholders of the Merging Company and of the Survivor. The Merger was duly approved by the stockholders of the Merging Company and of the Survivor by the affirmative vote of the holders of a majority of the shares of Common Stock and of the shares of Preferred Stock outstanding of the respective corporations and entitled to vote thereon at meetings of the stockholders of the respective corporations held on June 19, 1992.

NINTH: This Merger shall become effective in accordance with the MGCL when these Articles have been accepted for record by the State Department of Assessments and Taxation of Maryland.

IN WITNESS WHEREOF, the corporations party to these Articles of Merger have caused these presents to be signed in their respective corporate names and on their behalf by their respective Presidents or Vice Presidents and their corporate seals to be hereunto affixed and attested by their respective

Secretaries, and each officer signing these Articles acknowledges them to be the corporate act of his respective corporation and that, to the best of his knowledge, information and belief, all matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects and that this verification is made under the penalties of perjury.

ATTEST:

ITI, INCORPORATED, the
Merging Company

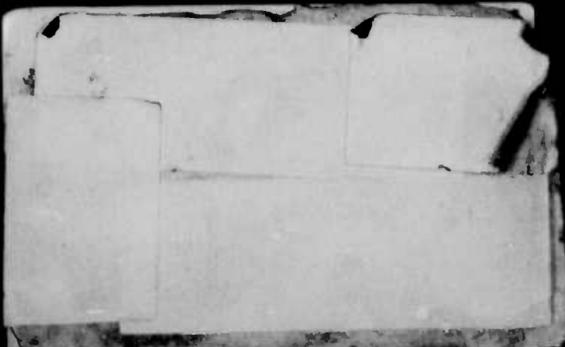
John E Price
John E. Price, Secretary

By: Kermit M. Beseke (SEAL)
Kermit M. Beseke, President

SECURE COMPUTING TECHNOLOGY
CORPORATION, the Survivor

John E Price
John E. Price, Secretary

By: Kermit M. Beseke (SEAL)
Kermit M. Beseke, President



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE ZIA 3.8 BUSINESS CODE _____ COUNTY 52

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

Merging
(Transferor)

ITI, Incorporated
D 2821304

Surviving
(Transferee)

Secure Computing
Technology Corporation
D 2808210

CODE	AMOUNT	FEE REMITTED
10	<u>30</u>	Expedited Fee
20	<u>46</u>	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63	<u>20</u>	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)

Secure Computing Corporation

- 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 063

ATTENTION: Leah R. Schuman

MAIL TO ADDRESS: _____

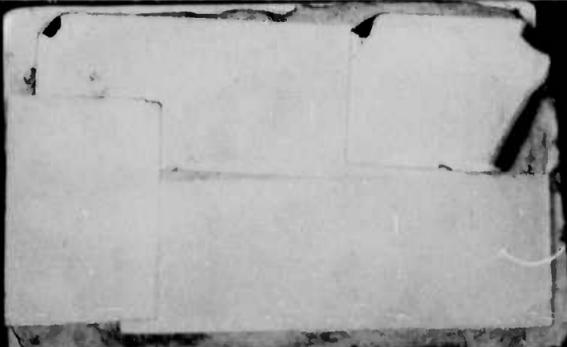
TOTAL FEES 96

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: Jm T



ARTICLES OF MERGER
OF
ITI, INCORPORATED
(A MD CORP.)
INTO
SECURE COMPUTING TECHNOLOGY CORPORATION
(A MD CORP.) SURVIVOR
CHANGING ITS NAME TO:
SECURE COMPUTING CORPORATION

BOOK 274 PAGE 58

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 19, 1992 AT 3:18 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 46.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D2808210

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:
VENABLE, BAETJER & HOWARD
ATTN: LEAH R. SCHUMAN
2 HOPKINS PLAZA
1800 MERCANTILE BANK & TRUST BLDG
BALTIMORE MD 21201

249C3052122

A 394778



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO
3427 1987

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

(See instructions on reverse side.)

FIRST: The undersigned Michael F. Ruppert
whose address is 219 Holland Road, Severna Park, Md. 21146
, being at least eighteen years of age, do hereby form a corporation
under the laws of the State of Maryland.

SECOND: The name of the corporation is Michael's Construction Services, Inc.

THIRD: The purposes for which the corporation is formed are as follows: To provide construction
services for profit.

FOURTH: The post office address of the principal office of the corporation in Maryland is P.O. Box 304
Severna Park, Md. 21146 / 219 Holland Road, Severna Park, 21146
Anne Arundel County, Maryland

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are
Joseph K. McGeady 511 Bayberry Drive, Severna Park, Md. 21146

SIXTH: The corporation has authority to issue (10) ten shares at \$ 1.00
par value per share.

SEVENTH: The number of directors of the corporation shall be one which number may be increased or decreased pursuant
to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than
three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or
until their successors are duly chosen and qualified is/are Michael F. Ruppert

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

Michael F. Ruppert
Box 304
Severna Park MD. 21146

SIGNATURE(S)

Michael F. Ruppert
Michael F. Ruppert

21748005 3427 2259

RECEIVED
JUN 19 1992
STATE DEPT. OF
ASSESSMENTS &
TAXATION

1992 SEP 30 11:00 AM
STATE DEPARTMENT OF ASSESSMENTS & TAXATION

R



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0338 BUSINESS CODE 03 COUNTY 52

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>26</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	_____
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Mike Ruppert</u>
71	_____	Financial	<u>P.O. Box 304</u>
600	_____	_____ Personal	<u>Severna Park</u>
	_____	Property Reports and late filing penalties	<u>MD</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>21146</u>
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other	_____
	_____	Other	_____

TOTAL FEES 70

_____ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
MICHAEL'S CONSTRUCTION SERVICES, INC.

BOOK 274 PAGE 61

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 19, 1992 AT 3:26 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3451697

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:
MIKE RUPPERT
P.O. BOX 304
SEVERNA PARK

MD 21146

249C3052031

A 394697



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3427 2257

CERTIFICATE OF MERGER
 TRANSFER
 CONSOLIDATION
 SHARE EXCHANGE

TO: Clerk of the Circuit Court for ANNE ARUNDEL COUNTY (LAND RECORD)
 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 TRANSFER have been filed in this office on June 11, 1992

1) The name of each party to the Articles is WEST RIVER SALES, INC. (A MD. CORP.)-TRANSFEROR AND HERMAN S. KESSLER AND DORIS B. KESSLER (INDIVIDUALS)-TRANSFEREES

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 HERMAN S. KESSLER AND DORIS B. KESSLER

As Witness my hand and the Official seal of the said Department at Baltimore this 22nd day of June 1992.

Geraldine C. Sheley
Geraldine C. Sheley
Office Supervisor II

3429 1666

RECEIVED FOR RECORD
CIRCUIT COURT, A.A. COUNTY



1992 SEP 30 AM 10:50

~~3427 1145~~

CERTIFICATE OF CONVEYANCE

PART I

1. LOCATION OF LAND BEING CONVEYED (Insert County or Baltimore City)
Anne Arundel County
2. TRANSFEROR West River Sales, Inc.
3. TRANSFEREE Herman S. Kessler and Doris B. Kessler
4. CERTIFICATE OF CONVEYANCE ACCOMPANYING: (PLEASE CHECK APPROPRIATE BOX)
 ARTICLES OF MERGER ARTICLES OF TRANSFER
 DOCUMENT EVIDENCING MERGER OR CONSOLIDATION OF FOREIGN CORPORATIONS OR FOREIGN LIMITED PARTNERSHIPS ARTICLES OF CONSOLIDATION
5. INTEREST IN LAND AFFECTED: (SHOWN SEPARATELY FOR EACH PARCEL A DEED REFERENCE AND BRIEF DESCRIPTION PREFERABLY AS SHOWN ON RECENT TAX BILL. ATTACH ADDITIONAL SHEETS IF NECESSARY.)
 Unit C-15 on Pier C., Riverside Drive, West River Yacht Harbour, Galesville, MD
 Unit C-19 on Pier C., Riverside Drive, West River Yacht Harbour, Galesville, MD
6. MAILING ADDRESS FOR RECEIPT OF TAX BILL: NAME Herman and Doris Kessler
 ADDRESS 8619 Bonnell Drive, Potomac, MD
 ZIP CODE 20859

PART II

Is this a transfer of real property subject to agricultural transfer tax? (YES NO)

PART III

Is this a transfer of real property under a reorganization described in Section 368(A) of the Internal Revenue Code or under Section 371 through Section 374 of the Internal Revenue Code? (YES NO)

NOTE: IF THE ANSWER TO THE QUESTION IN PART III IS YES, THEN THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX. SKIP THE REST OF THE QUESTIONS IN PART IV, AND PART V AND GO ON TO PART VI. IF THE ANSWER IS NO, CONTINUE ON WITH THE FOLLOWING QUESTIONS.

PART IV

FOR USE WHERE PROPERTY IS BEING CONVEYED BY MERGER OR CONSOLIDATION. (PLEASE CHECK APPLICABLE BOX)

1. Is this a merger where a limited partnership is a party to the merger? (YES NO)

NOTE: IF THE ANSWER TO QUESTION 1. IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT ANSWER QUESTIONS 2, 3, AND 4.

2. Is this a merger or consolidation where recordation tax and, if then required to have been paid, transfer tax were paid when the corporation merging out of existence or the corporation consolidating acquired the real property? (YES NO)
3. Is this a merger of a parent corporation into its subsidiary corporation? (YES NO)
4. Is this a merger where a subsidiary corporation is merging into a parent corporation and the parent corporation:
 - A) previously owned real property? (YES NO)
 - B) owns the stock of the subsidiary and has owned that stock for a period greater than 12 months? (YES NO)
 - C) acquires the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (YES NO)

NOTE: IF ALL ANSWERS TO QUESTIONS 2 THROUGH 4 ARE NO, THEN THIS IS A TRANSACTION THAT IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE BASED ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. DO NOT COMPLETE PART V. GO ON TO PART VI. COMPLETE SECTIONS B, C & D OF PART VI IF THIS IS A TAXABLE TRANSACTION, IF IT IS NOT A TAXABLE TRANSACTION COMPLETE ONLY SECTION C & D OF PART VI.

PART V FOR USE WHERE REAL PROPERTY IS BEING CONVEYED BY ARTICLES OF TRANSFER.

1. Is this a transaction where real property of the corporation is being transferred for consideration and is subject to recordation and/or transfer taxes? (YES NO) 3429 1667

3427 1116

(OVER)

NOTE: IF THE ANSWER TO QUESTION 1 IS YES, THE TRANSACTION IS TAXABLE AND THE TAX IS BASED ON THE CONSIDERATION PAID OR TO BE PAID. DO NOT ANSWER QUESTIONS 2, 3, AND 4. GO ON TO PART VI.

2. Is this a transaction where real property of the corporation is being transferred to its shareholders on the liquidation, dissolution or termination of that corporation? (___YES___NO)

NOTE: IF THE ANSWER TO QUESTION 2 IS NO, SKIP 2A, 2B AND 2C. OTHERWISE CONTINUE WITH 2.

Is this real property being transferred to:

- 2A) a person who was an original shareholder of the corporation? (___YES___NO)
- 2B) a person who is a direct descendent or relative within 2 degrees of a person who was an original shareholder of the corporation? (___YES___NO)
- 2C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation? (___YES___NO)

3. Is this real property being transferred between a parent corporation and its subsidiary corporation or between 2 or more subsidiary corporations wholly owned by the same parent corporation and the parent is an original stockholder of the subsidiary corporation, or subsidiary corporations, or became a stockholder of the subsidiary corporation or subsidiary corporations for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation, or surrender of stock of a subsidiary corporation? (___YES___NO)

4. Is this a transfer from a subsidiary corporation to its parent corporation for no consideration, nominal consideration or consideration that comprises only the issuance, cancellation or surrender of a subsidiary's stock where the parent corporation:

- 4A) previously owned the real property? (___YES___NO)
- 4B) owns the stock of the subsidiary and has owned that stock for a period greater than 18 months? (___YES___NO)
- 4C) acquired the stock of a subsidiary corporation which has been in existence and has owned the real property for a period of 2 years? (___YES___NO)

NOTE: THIS TRANSACTION IS NOT SUBJECT TO RECORDATION AND/OR TRANSFER TAX IF: (1.) THE ANSWER TO QUESTION 2 IS YES AND THE ANSWER TO ANY OF QUESTIONS 2A, 2B, 2C, 3, 4A, 4B, OR 4C IS YES; OR (2.) THE ANSWER TO QUESTION 2 IS NO AND THE ANSWER TO ANY OF QUESTIONS 3, 4A, 4B, OR 4C IS YES. IN ALL OTHER CASES, THE TRANSACTION IS SUBJECT TO MARYLAND RECORDATION TAX, MARYLAND TRANSFER TAX, AND IF APPLICABLE, LOCAL TRANSFER TAX. THE TAXES ARE ON THE VALUE OF THE PROPERTY AS DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. IN ALL CASES GO ON TO PART VI.

PART VI

COMPLETE SECTIONS A, B, C & D OF PART VI IF PART V QUESTION 1 WAS ANSWERED YES. COMPLETE ONLY SECTIONS B, C & D IF IT IS A TRANSACTION SUBJECT TO RECORDATION AND/OR TRANSFER TAX AND PART V QUESTION 1 WAS ANSWERED NO. IN ALL CASES COMPLETE SECTION C & D.

- A) CONSIDERATION FOR REAL PROPERTY CONVEYED \$ 14,000.00
- B) VALUE OF REAL PROPERTY DETERMINED BY THE DEPARTMENT AT THE DATE OF FINALITY IMMEDIATELY BEFORE THE DATE OF THE TRANSACTION. \$ _____
- C) ALL PUBLIC TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY X HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
ALL PERSONAL PROPERTY TAXES DUE BY THE TRANSFEROR IN THE COUNTY WHERE THE REAL PROPERTY IS LOCATED X HAVE _____ HAVE NOT BEEN PAID. (PLEASE CHECK ONE)
- D) I HEREBY ACKNOWLEDGE AND AFFIRM UNDER THE PENALTIES OF PERJURY THAT TO THE BEST OF KNOWLEDGE, INFORMATION AND BELIEF, THE FOREGOING REPRESENTATIONS ARE TRUE.

WEST RIVER SALES, INC.
(NAME OF CORPORATION)

[Signature]
DON J. LEWIS, PRESIDENT
(SIGNATURE AND TITLE)

(MUST BE OFFICER, AGENT OR ATTORNEY OF ONE OF THE PARTIES TO THE TRANSFER, MERGER OR CONSOLIDATION)

FOR OFFICE USE ONLY

MARYLAND RECORDATION TAX PAID:
MARYLAND TRANSFER TAX PAID:
LOCAL TRANSFER TAX PAID:
(Anne Arundel Co.)
TOTAL:

46.20
70.00
140.00
256.20

APPROVED FOR RECORD 6-11-92

BY *[Signature]* 3429 1668
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION
OF

F-O-R-T-U-N-E PERSONNEL CONSULTANTS OF SEVERNA PARK, INC.

FIRST: I, Timothy E. Meredith, 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:

F-O-R-T-U-N-E Personnel Consultants of Severna Park, 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 providing personnel recruiting and placement services 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.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
6/22/92 at 8:17 a.m.

STATE DEPT. OF
ASSESSMENTS & TAXATION
RECEIVED
21748243
3428 1288
92 JUN 22 AM 8 17
1992 SEP 30 11:10:50

(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 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 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 foregoing 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.

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 Severna Park II, Suite II, 838 Ritchie Highway Severna Park, Maryland 21146. The name and post office address of the Resident Agent of the Corporation in this State is Ray A. Williams, Sr., 838 Ritchie Highway, 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 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: Ray Adam Williams, Sr., Karen Hammond Williams, and Heather Hammond Williams.

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 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 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.

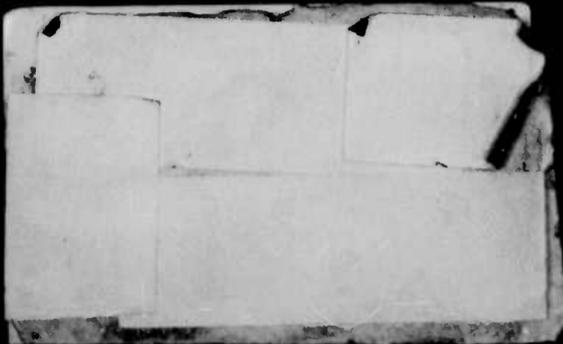
TENTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit 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 17 day of February, 1990, and I acknowledge the same to be my act.

WITNESS:

Shale J. Boettcher Timothy E. Meredith (SEAL)
Timothy E. Meredith

K:7700.aoi
(1/30/90)



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 72

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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	Name Change (New Name) _____
20	<u>30</u>	Organ. & Capitalization	
61		Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	
71		Financial	<u>Fortune Personnel</u>
600		_____ Personal	<u>Consultants of Severna</u>
		Property Reports and late filing penalties	<u>Park, Inc.</u>
70		Change of P.O., R.A. or R.A.A.	<u>838 Ritchie Highway,</u>
91		Amend/Cancellation, For. Limited Part.	<u>Suite 2</u>
		Other _____	<u>Severna Park, MD 21146</u>
		Other _____	

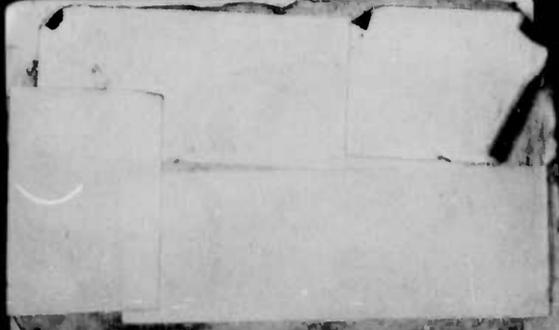
TOTAL FEES 40

Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

3428 1295



ARTICLES OF INCORPORATION
OF
F-O-R-T-U-N-E PERSONNEL CONSULTANTS OF SEVERNA
PARK, INC.

BOOK 274 PAGE 73

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 8:17 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:

\$

D3453131

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:
FORTURE PERSONNEL CONSULTANTS
OF SEVERNA PARK, INC.
838 RITCHIE HWY., STE. 2
SEVERNA PARK MD 21146

250C3052230

A 394868



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

3428 1287

CREATIVE GARDENS LEARNING CENTER, INC.

(A Close Corporation)

ARTICLES OF INCORPORATION

FIRST: I, THE UNDERSIGNED, DONNA I. BERUSCH, whose post office address is 2124 Bay Front Terrace, Annapolis, Anne Arundel County, Maryland 21401, being at least eighteen (18) years of age, does 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 CREATIVE GARDENS LEARNING CENTER, INC., which corporation shall be a Close Corporation pursuant to Title 4, "Close Corporation", of the Corporations and Associations Article of the Annotated Code of Maryland.

THIRD: 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 carry on and conduct a business dealing in the ownership and operation of a general day care center, pre-school kindergarten and/or early childhood education business or business dealing in the professional care, education and training and supervising of children and otherwise being involved in the various fields as a child care and education facilitator or otherwise, in the State of Maryland, or elsewhere, and related and interrelated fields of business in accordance with any licenses or permits required by Law; and to buy, sell or otherwise deal in and with furniture, fixtures, goods, equipment, supplies, services and merchandise of every kind and description, necessary for the purposes and operation of the corporation, limited only by any applicable Law, Ordinance or Regulation.

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



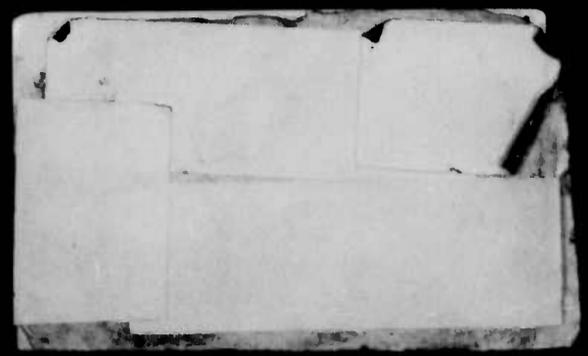
RECEIVED
CREATIVE GARDENS LEARNING CENTER, INC.
1992 SEP 30 AM 10:50

92 JUN 22 AM 8 20

RECEIVED
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

6/22/92 at 8:20 A.M.

3428 1200
21748268



-2-

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.

FOURTH: The post office address of the principal office of the Corporation is Suites 209-211, 717 E. Ordnance Road, Brooklyn, Anne Arundel County, Maryland 21225.

FIFTH: The name and post office address of the resident agent of the Corporation in this State is DONNA I. BERUSCH, 2124 Bay Front Terrace, Annapolis, Anne Arundel County, 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, being, one class of stock. There shall be pre-emptive right of stockholders to acquire additional shares of stock of the Corporation.

SEVENTH: There shall be no Board of Directors of the Close Corporation. Until such election, that there shall be no Directors, shall become effective, DONNA I. BERUSCH shall

3428 1321

serve as the initial Director.

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 Association Article, Annotated Code of Maryland.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of June, 1992.

WITNESS:

Donna I. Berusch Donna I. Berusch (SEAL)
DONNA I. BERUSCH

STATE OF MARYLAND, COUNTY OF ANNE ARUNDEL, to wit:

I HEREBY CERTIFY, that on this 18th day of June, 1992, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, DONNA I. BERUSCH, and acknowledged the foregoing Articles of Incorporation to be her act and deed.

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

Leonard Z. Bulman
NOTARY PUBLIC

My commission expires: 11/1/96



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER, Governor

LLOYD W. JONES, Director

PAUL B. ANDERSON, Administrator



BOOK 274 PAGE 77
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52
P.A. Religious Close Stock Nonstock

Merging (Transferor) Surviving (Transferee)

Table with columns: CODE, AMOUNT, FEE REMITTED, Name Change (New Name). Rows include fees for expedited processing, organizational fees, amendments, mergers, transfers, dissolutions, foreign qualifications, and various taxes.

TOTAL FEES 49

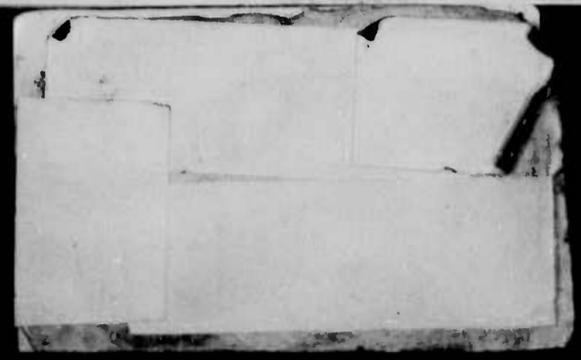
Check Cash

NOTE: Copy made

Documents on checks

APPROVED BY: [Signature]

3428 1323



ARTICLES OF INCORPORATION
OF
CREATIVE GARDENS LEARNING CENTER, INC.

BOOK 274 PAGE 78

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 8:20 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:

\$

D3453206

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:
LAW OFFICES LEONARD Z. BULMAN
155 DUKE OF GLOUCESTER ST.
ANNAPOLIS MD 21401

250C3052237

A 394875



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3428 1319

S.

ARTICLES OF INCORPORATION
OF
CRIOLLO CHOCOLATES, INCORPORATED
(A Close Corporation)

FIRST: I, MARILYN MUELLER, whose post office address is 3086 Tudor Hall Road, Maryland 21140, 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 CRIOLLO CHOCOLATES, INCORPORATED.

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

RECEIVED
'92 JUN 22 AM 8 27

STATE DEPT. OF
ASSESSMENTS & TAXATION

(1) To engage in the promotion, sale, design, and creation of chocolate and confectionary food products, operating as a distributor, and/or caterer, and generally to purchase or otherwise acquire any business and food production business so engaged and to own, hold, lease, rent, or sell such business or businesses.

(2) To introduce, erect, operate, conduct, manage, maintain, and carry on a chocolate and confectionary business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage a chocolate and confectionary business, and generally to do and perform everything necessary for carrying out the aforesaid purposes; to buy, or otherwise acquire, manufacture, market, prepare for market, sell, deal in, and deal with, import, and export food and food products of every class and description, fresh, canned, preserved, or otherwise; and to prepare and serve all food, and other preparations for the furtherance of said business or businesses.

1992 SEP 30 AM 10:50



LEGAL OFFICES
BARRISTER BUILDING
14604 ELM STREET, P.O. BOX 1488
UPPER MARLBORO, MARYLAND 20773-0767
301-627-9900

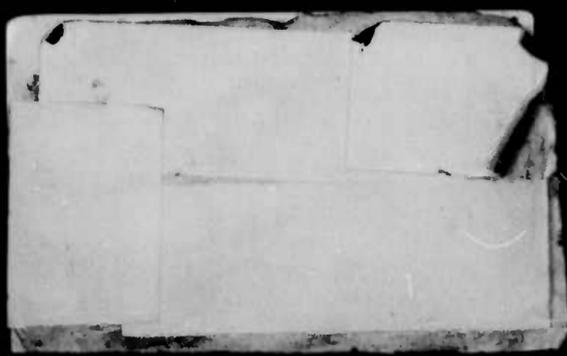
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

21748251

APPROVED FOR RECORD

6/22/92 at 8:27A .m.

██████████ 0419



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

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

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

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



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

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

FOURTH: The post office address of the principal office of the Corporation in Maryland is 3086 Tudor Hall Road, Riva, Maryland 21150

21140, located in Anne Arundel County. The name and post office address of the resident agent of the Corporation in Maryland is Marilyn Mueller, 3086 Tudor Hall Road, Riva, Maryland 21140. 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 One Thousand Shares (1,000), having a par value of One (\$1.00) Dollar per share, all one class.

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; and the names of the director who shall act until the first annual meeting or until her successor or successors are duly chosen and qualified, are: Marilyn Mueller.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the power 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 to shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

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

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The Corporation shall be a Close Corporation as authorized by Section 4-201(a) of the Corporation and Associations

3429 0421



Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this 2nd day of June, 1992, and I acknowledge the same to be my act.

WITNESS:

Marilyn E. Mueller (SEAL)
MARILYN MUELLER

Lucy D. Bowen
(as to her)

STATE OF MARYLAND, COUNTY OF CAVERT, to wit:

I HEREBY CERTIFY, that on this 2nd day of June, 1992, before me, the subscribed, a Notary Public in and for the State and County aforesaid, personally appeared MARILYN MUELLER, and she made oath in due form of law that the foregoing Articles of Incorporation are her act and deed.

AS WITNESS my hand and Notarial Seal.

Lucy Donette Bowen
Notary Public

My Commission Expires: 12-1-95.



LEGAL OFFICES
BARRISTER BUILDING
14804 ELM STREET, P.O. BOX 1488
UPPER MARLBORO, MARYLAND 20775-0148
301 627 5900

3429 0422

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 83

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>9</u>	<u>1</u> Certified Copy <u>4p</u>	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>J. Thomas Giunta</u>
71		Financial	<u>Attorney at Law</u>
600		_____ Personal	<u>14604 Elm Street</u>
		Property Reports and late filing penalties	<u>P.O. Box P</u>
70		Change of P.O., R.A. or R.A.A.	<u>Upper Marlboro, MD 20773</u>
91		Amend/Cancellation, For. Limited Part.	
		Other	

TOTAL FEES 49

Check _____ Cash

NOTE: copy made

Documents on _____ checks

APPROVED BY: [Signature]

3429 0423

ARTICLES OF INCORPORATION
OF
CRIOLLO CHOCOLATES, INCORPORATED

BOOK 274 PAGE 84

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 8:27 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:

\$

D3454444

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. THOMAS GIUNTA, ATTORNEY AT LAW
14604 ELM ST., P.O. BOX P
UPPER MARLBORO MD 20773

252C3052447

A.395072



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3429 0418

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

(See instructions on reverse side.)

FIRST: The undersigned Pamela Jo Manders & Paul Charles Manders
whose address is 942 Hilltop Road, Arnold, Maryland 21012

_____ being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation is Academic Advancement Incorporated

THIRD: The purposes for which the corporation is formed are as follows: To assist students and their parents in obtaining grants and scholarships, to further the students education.

FOURTH: The post office address of the principal office of the corporation in Maryland is 942 Hilltop Road Arnold, Maryland 21012

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Paul Charles Manders at 942 Hilltop Rd. Arnold, MD 21012

SIXTH: The corporation has authority to issue 3,000 shares at \$1.00 par value per share.

SEVENTH: The number of directors of the corporation shall be 2 which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are Pamela Jo Manders & Paul Charles Manders

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:
Paul C. Manders
942 Hilltop Rd.
Arnold, MD 21012

SIGNATURE(S)
Pamela Jo Manders
Paul Charles Manders

AT5-113

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
6/22/92 at 8:39 A.M.

RECEIVED
JUN 22 AM 8 39
STATE DEPT. OF ASSESSMENTS & TAXATION
21748257
1992 SEP 30 AM 11:00
3428 1302



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 86

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
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	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Pamela Jo Manders</u>
71		Financial	<u>942 Hilltop Road</u>
600		_____ Personal	<u>Arnold, MD 21012</u>
		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: JmT

NOTE:

3428 1303

ARTICLES OF INCORPORATION
OF
ACADEMIC ADVANCEMENT INCORPORATED

BOOK 274 PAGE 87

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 8:39 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:

\$

D3453156

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:
PAMELA JO MANDERS
942 HILLTOP RD.
ARNOLD

MD 21012

250C3052232

A 394870



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3428 1301

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

(See instructions on reverse side.)

FIRST: The undersigned Thomas A. Waligora whose address is 672 Old Mill Road, #101, Millersville, Md. 21108

being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

OK SECOND: The name of the corporation is ROYAL GOLD & GEM INC.

THIRD: The purposes for which the corporation is formed are as follows: Manufacturing, Wholesale, Retail sales of Jewelry

FOURTH: The post office address of the principal office of the corporation in Maryland is 672 Old Mill Road, #101, Millersville, Md. 21108

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Thomas A. Waligora, 672 Old Mill Road, #101, Millersville, Md. 21108

SIXTH: The corporation has authority to issue 5,000 shares at \$0 par value per share.

SEVENTH: The number of directors of the corporation shall be 1 which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are Thomas A. Waligora, 672 Old Mill Road #101, Millersville, Md. 21108

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO: ROYAL GOLD & GEM, INC. 672 Old Mill Road #101 Millersville, Md. 21108

SIGNATURE(S) Thomas A. Waligora

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 3429 0542

5-113

APPROVED FOR PAYMENT

6-22-92 9:00 a.m.

21748637

SEP 30 AM 10:50

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 89

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 0238 BUSINESS CODE 03 COUNTY 52
_____ P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>38</u>	Organ. & Capitalization	
61		Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		Certified Copy	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Royal Gold</u>
87		Limited Part. Good Standing	<u>& Dem, Inc., 672</u>
71		Financial	<u>Old Mill Road #101,</u>
600		Property Reports and late filing penalties	<u>Millersville, Md.</u>
70		Change of P.O., R.A. or R.A.A.	<u>21108</u>
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 40

_____ Check Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3429 0543

ARTICLES OF INCORPORATION
OF
ROYAL GOLD & GEM INC.

BOOK 274 PAGE 90

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 9:00 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:

\$

D3454683

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:
ROYAL GOLD & GEM, INC.
672 OLD MILL ROAD, #101
MILLERSVILLE MD 21108

252C3052471

A 395092



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3429 0541

6-22-92 9:14a

A & D'S ICE CREAM, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

A & D'S ICE CREAM, 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 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 5 Harvard Road, Glen Burnie, Maryland 21061.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is: Allen C. Marcum, 5 Harvard Road, Glen Burnie, Maryland 21061.

FOURTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law in that no organizational meeting of the Board of Directors has been held as of the date below and a majority of the incorporators has approved this voluntary dissolution.

FIFTH: The Corporation has no known creditors.

SIXTH: These Articles of Voluntary Dissolution are not accompanied by Certificates under Section 3-407(c)(2) of the Corporations and Associations Article of the Annotated Code of Maryland as the Articles for this Corporation were only accepted and approved by the State Department of Assessments and Taxation of Maryland on March 20, 1992 and Amended Articles were accepted and approved on April 2, 1992, and as of the date stated below no organizational meeting has been held, and the Corporation had acquired no personal property or other property or engaged in any business which would have subjected it to any taxes due.

IN WITNESS WHEREOF, I have signed these Articles of Voluntary Dissolution on the date set forth below and I acknowledge the same to be my act. No organizational meeting of the Board of Directors has been held as of this date, nor has the Corporation acquired any type of business.

DATE

May 5 1992

STATE DEPT. OF ASSESSMENTS & TAXATION
RECEIVED
JUN 22 AM 9 14 '92

STATE DEPT. OF ASSESSMENTS & TAXATION
JOY, ESQUIRE

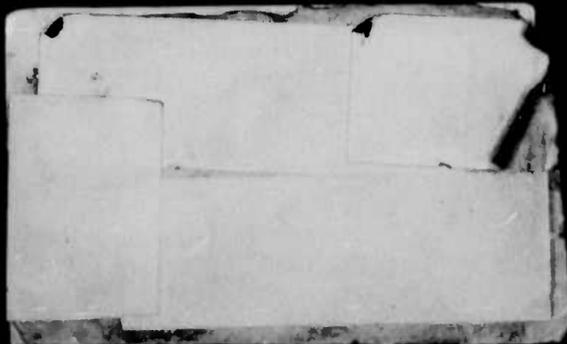
RECEIVED
MAY 6 AM 9 21 '92
21748437

1710 687 0171

1992 SEP 30 AM 10:50



LAW OFFICES
LESSANS & TATE
7419 BALTIMORE
ANNAPOLIS BOULEVARD
POST OFFICE BOX 1330
GLEN BURNIE, MD 21061-8592
(410) 760-5000





STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER

J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, CPA,
DIRECTOR

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

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

A & D'S ICE CREAM, INC.

have been paid.

WITNESS my hand and official seal this

16TH day of JUNE A.D. 19 92 .

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

3429 0172

MY TELEPHONE NUMBER IS:

COT/GAD-409

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

AN EQUAL OPPORTUNITY EMPLOYER



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 52
3395754 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	<u>20</u>	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	<u>30</u>	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Richard Jay</u>
71	_____	Financial	<u>Lessons & Tate</u>
600	_____	_____ Personal	<u>PO Box 1330</u>
		Property Reports and late filing penalties	<u>Glen Burnie Md</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>21060-3592</u>
91	_____	Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 50

Check _____ Cash

NOTE:

Documents on _____ checks

3429 0173

APPROVED BY: js

THE ARTICLES OF DISSOLUTION
OF
A & D'S ICE CREAM, INC.

BOOK 274 PAGE 94

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 9:14 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:

\$ 30.00

D3395654

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 & TATE
ATTN: RICHARD JAY
P.O. BOX 1330
GLEN BURNIE

MD 21060 3592

251C3052384

A 395010



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

3429 0170

8.

F.C.R. BUILDERS, INC.
A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Frank C. Russo, whose post office address is 1225 Holmewood Drive, Pasadena, Anne Arundel County, Maryland 21122, 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: F.C.R. BUILDERS, INC.

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

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

- (1) to design, construct, build, and repair and improve residential building sites; 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 1225 Holmewood Drive, Pasadena, Maryland 21122. The name and post office address of the Resident Agent of the Corporation in this State is Frank C. Russo, 1225 Holmewood Drive, Pasadena, Maryland 21122. Said Resident Agent is an individual actually residing in this State.

1992 SEP 30 AM 10:50

RECEIVED
J.E. CLERS
STATE DEPT. OF ASSESSMENTS & TAXATION
JUN 22 9 16 AM '92

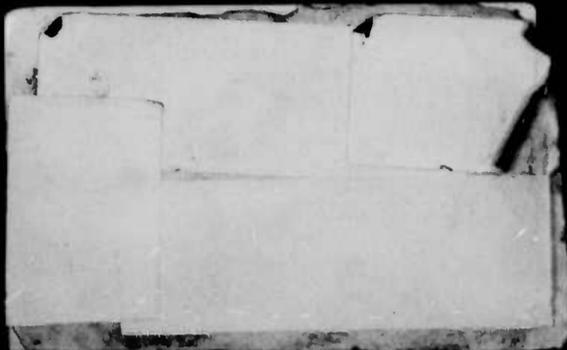
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

3429 0494

APPROVED FOR PAYMENT

21748433

6-22-92 at 9:16 a.m.



SIXTH: The total number of shares which the Corporation has authority to issue is Eight Hundred (800) 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 Frank C. Russo.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19th day of June, 1992, and I acknowledge the same to be my act.

Frank C. Russo
FRANK C. RUSSO

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 97
Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

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	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62		Rec. Fee (Amendment)	_____ Change of Resident Agent
63		Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64		Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65		Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66		Rec. Fee (Revival)	_____ Other Change _____
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	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>Archie C. Hall</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Hall + Duvall</u>
87		_____ Limited Part. Good Standing	<u>P.A., Attorneys at Law,</u>
71		Financial	<u>2520 Mountain Rd.,</u>
600		_____ Personal	<u>Pasadena, Md. 21122</u>
		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

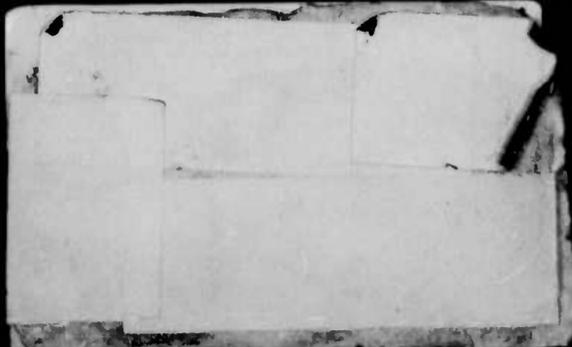
Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY JMT

3429 0496



ARTICLES OF INCORPORATION
OF
F.C.R. BUILDERS, INC.

BOOK 274 PAGE 98

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 9:16 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:

\$

D3454592

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:
HALL & DUVALL, P.O.
ATTN: ARCHIE C. HALL
2520 MOUNTAIN ROAD
PASADENA

MD 21122

252C3052462

A 395084



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 3429 0493

BOOK 274 PAGE 99
ARTICLES OF INCORPORATION FOR A NONSTOCK CORPORATION

(See instructions on reverse side.)

FIRST: The undersigned DARRELL A. BARR, Phyllis G. BARR
whose address is 1850 DOVE CT SEVERN, MD. 21144

under the laws of the State of Maryland, being at least eighteen years of age, do(es) hereby form a corporation

SECOND: The name of the corporation is BARR Enterprises Inc.

THIRD: The purposes for which the corporation is formed are as follows: The purpose of this corporation is to provide consumers with Italian Silk Ties, through wholesale and retail operations.

FOURTH: The post office address of the principal office of the corporation in Maryland is 1850 DOVE CT SEVERN MD. 21144

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are DARRELL BARR
1850 DOVE CT SEVERN MD 21144 21748443

SIXTH: The corporation has no authority to issue capital stock.

SEVENTH: The number of directors of the corporation shall be 2 which number may be increased or decreased pursuant to the bylaws of the corporation. The name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are DARRELL A. BARR (President) Phyllis G. BARR (Vice President)

EIGHTH:

NINTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

DARRELL BARR
1850 DOVE CT
SEVERN MD. 21144

SIGNATURE(S)

Darrell Barr
Phyllis G. Barr

AT5-115

1992 SEP 30 AM 10:51



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
6/22/92 at 9:26 A.m.

3429 0498

RECEIVED
JUN 22 AM 9 26
THE DEPT. OF
REVENUE & TAXATION

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

**GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION
FOR A "NONSTOCK" CORPORATION**

(See form on reverse side.)

This type of corporation would be most appropriate for one or more individuals engaged in a nonprofit enterprise.

This guide is to be used for "Articles of Incorporation for a NONSTOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** None
- SEVENTH:** Insert the name of at least one adult. This individual does not have to be a resident of Maryland.
- EIGHTH:** Insert any provisions you desire. If you intend to obtain tax exempt status this would be the appropriate place for language required by the Internal Revenue Service. If more space is required, type "See Attached" and attach any additional pages to the back of the document.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00.

TELEPHONE/(301) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 101

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 52

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10		Expedited Fee	_____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		Certified Copy	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: <u>Darrell Barr</u>
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	MAIL TO ADDRESS: _____
87		Limited Part. Good Standing	<u>Barr Enterprises</u>
71		Financial	<u>1850 Dove Ct.</u>
600		Property Reports and late filing penalties	<u>Severny MD 21144</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3429 0499

ARTICLES OF INCORPORATION
OF
BARR ENTERPRISES INC.

BOOK 274 PAGE 102

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 9:26 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:

\$

D3454600

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:
DARRELL BARR
BARR ENTERPRISES
1850 DOVE CT.
SEVERN

MD 21144

252C3052463

A 395085



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

3429 0497

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

BOOK 274 PAGE 88

(See instructions on reverse side.)

FIRST: The undersigned Thomas A. Waligora whose address is 672 Old Mill Road, #101, Millersville, Md. 21108

being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

OK SECOND: The name of the corporation is ROYAL GOLD & GEM INC.

THIRD: The purposes for which the corporation is formed are as follows: Manufacturing, Wholesale, Retail sales of Jewelry

FOURTH: The post office address of the principal office of the corporation in Maryland is 672 Old Mill Road, #101, Millersville, Md. 21108

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Thomas A. Waligora, 672 Old Mill Road, #101, Millersville, Md. 21108

SIXTH: The corporation has authority to issue 5,000 shares at \$0 par value per share.

SEVENTH: The number of directors of the corporation shall be 1 which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are Thomas A. Waligora, 672 Old Mill Road #101, Millersville, Md. 21108

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO: ROYAL GOLD & GEM, INC. 672 Old Mill Road #101 Millersville, Md. 21108

SIGNATURE(S) Thomas A. Waligora

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 3429 0542

5-113

APPROVED FOR PAYMENT

6-22-92 9:00 a.m. 21748687

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

**GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION
FOR A "STOCK" CORPORATION**

(See form on reverse side.)

This type of corporation would be most appropriate for two or more individuals engaged in an enterprise with the intention of making a profit.

This guide is to be used for "Articles of Incorporation for a STOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.
- SEVENTH:** Insert the number of directors and the names of those adult individuals who will be directors. These individuals do not have to be residents of Maryland.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00 unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 225-1340 for the fee.

TELEPHONE/(301) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 89

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 023J BUSINESS CODE 03 COUNTY 52

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>30</u>	Organ. & Capitalization	
61	<u>30</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	MAIL TO ADDRESS: <u>Royal Gold</u>
NA		Foreign Corp. Registration	<u>& Mem, Inc., 672</u>
87		_____ Limited Part. Good Standing	<u>Old Mill Road #101,</u>
71		Financial	<u>Millersville, Md.</u>
600		Property Reports and _____ Personal	<u>21108</u>
		late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

_____ Check Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3429 0543

ARTICLES OF INCORPORATION
OF
ROYAL GOLD & GEM INC.

BOOK 274 PAGE 90

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 9:00 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:

\$

D3454683

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:
ROYAL GOLD & GEM, INC.
672 OLD MILL ROAD, #101
MILLERSVILLE MD 21108

252C3052471

A 395092



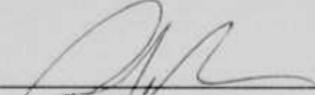
RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3429 0541

FIRST ANNAPOLIS CORPORATION
RESIGNATION OF RESIDENT AGENT

I, Samuel J. Brown, hereby resign as Resident Agent of First Annapolis Corporation.



Samuel J. Brown
Hillman, Brown & Darrow, P.A.
221 Duke of Gloucester Street
Annapolis, Maryland 21401
263-3131 or 269-5555

I hereby certify that I sent a copy of this Resignation of Resident Agent to First Annapolis Corporation, 1825 George Avenue, Annapolis, Maryland 21401.

1992 SEP 30 AM 10:51

RECEIVED FOR RECORD
PROPERTY TAXES & COUNTY





Samuel J. Brown

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

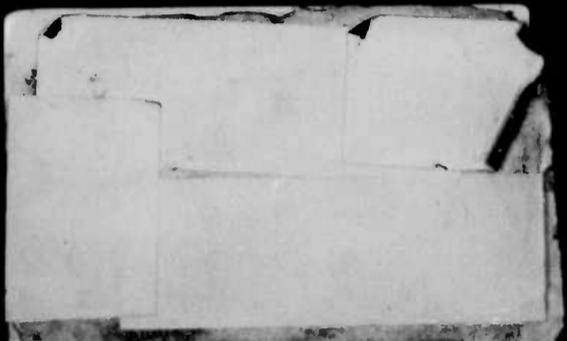
6-27-92 at 9:33 a.m.

21748363

STATE DEPT. OF
ASSESSMENTS & TAXATION
JUN 22 AM 9 33

RECEIVED

3427 2112



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 104
Department of Assessments and Taxation
CHARTER DIVISION
Room 819
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52
D0966945 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
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)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	_____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: <u>Hellman</u>
NA	_____	Foreign Corp. Registration	<u>Brown + Darow Pa</u>
87	_____	Limited Part. Good Standing	<u>P.O. Box 668</u>
71	_____	Financial	<u>Annapolis, Md 21404-0668</u>
600	_____	Property Reports and late filing penalties	_____
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES \$10.00

1 Check _____ Cash
1 Documents on 1 checks

APPROVED BY: RMC

3427 2113

RESIGNATION OF RESIDENT AGENT
OF
FIRST ANNAPOLIS CORPORATION

BOOK 274 PAGE 105

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 9:33 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

\$ _____

D0966945

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

249C3052150

A 394801



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3427 2111

ARTICLES OF INCORPORATION FOR A STOCK CORPORATION

(See instructions on reverse side.)

APPROVED FOR RECORD

4/22/92 at *1:45 p*

FIRST: The undersigned Oak H. De Berg and Robert L. Bolton
whose address is 1810 Millridge Court Annapolis, Md 21401

being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland.

SECOND: The name of the corporation is BDB Enterprises Incorporated

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

- 1- Purchase and sale of aircraft and other aviation related services.
- 2- Other profitable business opportunities as appropriate.

FOURTH: The post office address of the principal office of the corporation in Maryland is Robert L. Bolton
1810 Millridge Court Annapolis, Md. 21401

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are

1810 Millridge Court Annapolis Md. 21401

Robert L. Bolton

SIXTH: The corporation has authority to issue 5000 shares at \$-0- par value per share.

SEVENTH: The number of directors of the corporation shall be 2 which number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified is/are

Oak H. De Berg and Robert L. Bolton

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:

Robert L. Bolton
1810 Millridge Court
Annapolis Md. 21401

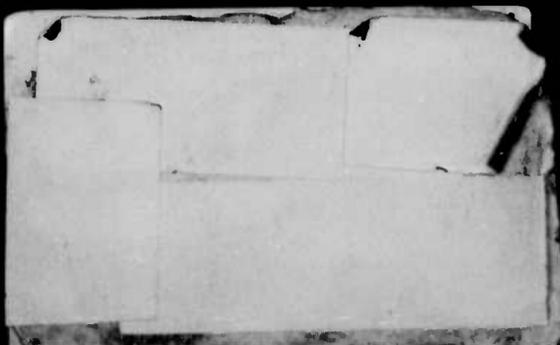
SIGNATURE(S)

[Handwritten signatures] 21758042

RECEIVED FOR RECORD
CIRCUIT COURT, S. A. COUNTY

1992 SEP 30 AM 10:51

21758041 3428 1149



STATE OF MARYLANDWILLIAM DONALD SCHAEFER
GovernorLLOYD W. JONES
DirectorPAUL B. ANDERSON
AdministratorDepartment of Assessments and Taxation
CHARTER DIVISIONRoom 809
301 West Preston Street
Baltimore, Maryland 21201

GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION FOR A "STOCK" CORPORATION

(See form on reverse side.)

This type of corporation would be most appropriate for two or more individuals engaged in an enterprise with the intention of making a profit.

This guide is to be used for "Articles of Incorporation for a STOCK Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.
- SEVENTH:** Insert the number of directors and the names of those adult individuals who will be directors. These individuals do not have to be residents of Maryland.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00 unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 225-1340 for the fee.

TELEPHONE/(301) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 108

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

ccy

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52
_____ P.A. _____ Religious Close Stock _____ Nonstock
Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62	_____	Rec. Fee (Amendment)	_____ Change of Resident Agent
63	_____	Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64	_____	Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65	_____	Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66	_____	Rec. Fee (Revival)	_____ Other Change _____
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	Code _____
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	

ATTENTION: _____
MAIL TO ADDRESS: Robert L. Bolton
1810 Millbridge Court
Annapolis, MD 21401

TOTAL FEES 70
 Check Cash

1 Documents on 2 checks

APPROVED BY: HV

3428 1150

ARTICLES OF INCORPORATION
OF
BDB ENTERPRISES INCORPORATED

BOOK 274 PAGE 109

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 1:45 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3452851

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 L. BOLTON
1810 MILLRIDGE COURT
ANNAPOLIS

MD 21401

250C3052202

A 394851



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO

3428 1148

ARTICLES OF INCORPORATION FOR A CLOSE CORPORATION

RECEIVED

STATE DEPARTMENT OF ASSESSMENTS
(See instructions on reverse side.)

'92 JUN 22 PM 2 36

APPROVED FOR RECORD

FIRST: The undersigned, Pamela C. Jones, David M. Buckner

whose address is 833 Dividing Rd. Severna Park Maryland 21146

being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland. The corporation shall be a close corporation.

SECOND: The name of the corporation is P+ D Foodservice, Inc.

THIRD: The purposes for which the corporation is formed are as follows: To provide customers food in exchange for money.

FOURTH: The post office address of the principal office of the corporation in Maryland is Severna Park Post Office, 513 Baltimore + Annapolis Blvd. Severna Park, Maryland 21146-9998

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are Pamela C. Jones 833 Dividing Rd. Severna Park, Maryland 21146

SIXTH: The corporation has authority to issue 10 shares at \$ 1.00 (one dollar) par value per share.

SEVENTH: The corporation elects to have no board of directors. Until this election takes effect Pamela C. Jones will be the director.

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO:
Pamela C. Jones
833 Dividing Road
Severna Park, Md. 21146

SIGNATURE(S)
Pamela C. Jones
David M. Buckner

AT5-114

RECEIVED FOR RECORD
CIRCUIT COURT, S.A. COUNTY
1992 SEP 30 AM 10:51

21758061 3428 1434

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

**GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION
FOR A "CLOSE" CORPORATION**

(See form on reverse side.)

This type of corporation would be most appropriate for one individual engaged in an enterprise with the intention of making a profit.

This guide is to be used for "Articles of Incorporation for a CLOSE Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another already existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.
- SEVENTH:** Insert the name of at least one adult. This individual does not have to reside in Maryland. This individual will act as the director of the corporation until he or she issues stock at the organizational meeting of the board. Thereafter the stockholder runs the corporation directly.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00 unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 225-1340 for the fee.

TELEPHONE/(301) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 112
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 gmc BUSINESS CODE 03 COUNTY 52

_____ P.A. _____ Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Pamela C. Jones</u>
71	_____	Financial	<u>833 DIVIDING ROAD</u>
600	_____	_____ Personal	<u>Severna Park,</u>
		Property Reports and late filing penalties	<u>MD</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>21146</u>
91	_____	Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 70

Check _____ Cash

NOTE:

_____ Documents on _____ checks

3428 1435

APPROVED BY: [Signature]

ARTICLES OF INCORPORATION
OF
P + D FOODSERVICE, INC.

BOOK 274 PAGE 113

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 2:36 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3453438

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:
PAMELA C. JONES
833 DIVIDING RD.
SEVERAN PARK

MD 21146

250C3052260

A 394896



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

3428 1433

JS

HAMMOND MARKETING, INC.

ARTICLES OF INCORPORATION 6/22/92 306p

FIRST: I, Richard T. Stansbury, whose post office address is Two 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

Hammond Marketing, Inc.

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

(1) To market, merchandise, distribute, sell and promote fine art, limited and unlimited edition art work, wearing apparel and various merchandise displaying graphic and artistic designs and images; 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 414 1/2 Sixth Street, Eastport, Annapolis, Maryland 21403. The name and post office address of the Resident Agent in this State are Linda B. Goss, 133 Claiborne Road, Edgewater, Maryland 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 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:

Nancy Robinson Hammond
Linda B. Goss

RECEIVED FOR RECORD
CIRCUIT COURT & COUNTY

1992 SEP 30 AM 10:51

21768-225 0932



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;

(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 shall indemnify a present or former director or officer of the Corporation 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.

BOOK 274 PAGE 117

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 22nd day of June, 1992 and I acknowledge the same to be my act.

WITNESS:

Beverly C. Bridger

Richard T. Stansbury
Richard T. Stansbury

HAMMOND, INC
87107-10

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 118

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE

029

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

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 _____

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 _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____

Richard Stansbury
#920
2 N. Charles St
Belt, Md 21201

TOTAL FEES

70
Mastercard

Check _____

Cash _____

NOTE: _____

Documents on _____ checks

APPROVED BY: _____

jo

3428 0936

ARTICLES OF INCORPORATION
OF
HAMMOND MARKETING, INC.

BOOK 274 PAGE 119

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 22, 1992 AT 3:06 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3452414

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 STANBURY
2 N. CHARLES ST., #920
BALTIMORE MD 21201

250C3052158

A 394812



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3428 0931

ARTICLES OF INCORPORATION
OF
EASTERN HEAVY EQUIPMENT HAULING COMPANY
A CLOSE CORPORATION

RECEIVED
52 JUN 23 AM 8 37
STATE DEPT. OF
ASSESSMENTS & TAXATION

THIS IS TO CERTIFY:

FIRST: That I, RONALD A. DECKER, the subscriber, whose post office address is 4111 East Joppa Road, Baltimore, Maryland 21236, being at least eighteen (18) years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of close corporations, do hereby form a close corporation by the execution and filing of these articles.

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

EASTERN HEAVY EQUIPMENT HAULING COMPANY

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

A. To own, operate and maintain, and to acquire by purchase, lease, or otherwise, trucklines for the transportation now and hereafter in use for the transportation of freight, mail, construction equipment, express, goods, wares, merchandise, and 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 to own, operate, maintain, hold and use, purchase, construct, establish, lease, or otherwise acquire, mortgage, create security interests in, and sell or otherwise dispose of or deal with terminal properties and depots, storage facilities, machine and repair shops, freight, stock and repair yards, trucks, automobiles, and all structures, tools, machinery, appliances, and appurtenances and any and all property, real and personal, or mixed, and wherever situated, which may be necessary or useful in connection with the business of the Corporation.

B. To engage in and carry on any other lawful business or purpose which a corporation is permitted to engage in or carry on, and to perform all other acts permitted by law.

FOURTH: The post office address of the principal office of the Corporation in this state is 7964 Cross Creek Drive, Glen Burnie, Maryland 21061. The resident agent of the Corporation is JOSEPH G. WRIGHT. The resident agent's address is 7964 Cross Creek Drive, Glen Burnie, Maryland 21061. The resident agent is a citizen of and resides in the State of Maryland. The principal office is located in Anne Arundel.

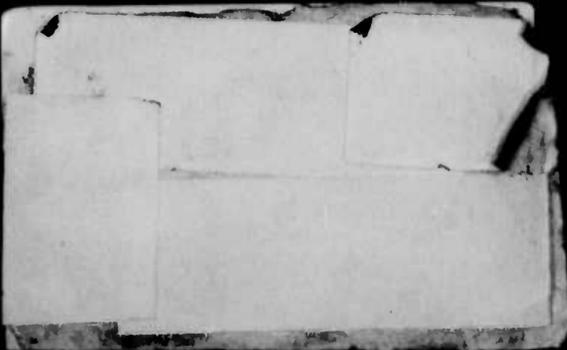
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

21758132 34282446

6/23/92 at 8:37 A.M.

J.E. CLARK

1992 SEP 30 AM 10:51



FIFTH: The total number of shares of stock which the Corporation has the authority to issue is 5,000 shares all of one class, without par value.

SIXTH: 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 two directors, whose names are JOSEPH G. WRIGHT and WILLIAM W. PIKE.

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

A. The stockholders of the Corporation are hereby empowered to authorize the issuance from time to time of additional shares of its stock, with or without par value, of any class, for such consideration as said stockholders may deem advisable, irrespective of the value of amount of such considerations, but subject to such limitations and restrictions if any, as may be set forth in the Bylaws of the Corporation.

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

C. The stockholders shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated business entities.

D. The stockholders shall have the right, in their absolute discretion, to determine which portion or portions of earnings and surplus, including paid-in surplus as well as earned surplus, shall be used for dividends and what portion shall be retained for working capital.

EIGHTH:

A. As used in this Article Eighth any word or words which are defined in Section 2-418 of the Corporations Article, as amended from time to time, (the "Indemnification Section"), shall have the same meaning as provided in the Indemnification Section.

3428 2447

B. The Corporation may, as determined by the stockholders of the Corporation, indemnify and advance expenses to a stockholder, officer, employee or agent in connection with a proceeding to the extent permitted by and in accordance with the Indemnification Section.

NINTH: To the fullest extent permitted by Maryland law, as it may be 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 any money damages. No amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this article in respect to any act or omission that occurred prior to the amendment or repeal.

TENTH: The duration of the Corporation shall be perpetual.

I have signed these Articles of Incorporation and acknowledged the same to be my act on this 22nd day of June, 1992.

Ronald A. Decker
RONALD A. DECKER

3428 2448

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 123

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>moore, Carney, Ryan and</u>
71		Financial	<u>Fattanzi</u>
600		_____ Personal	<u>4111 E. Joppa Road</u>
		Property Reports and late filing penalties	<u>Suite 201</u>
70		Change of P.O., R.A. or R.A.A.	<u>Baltimore, MD 21236</u>
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

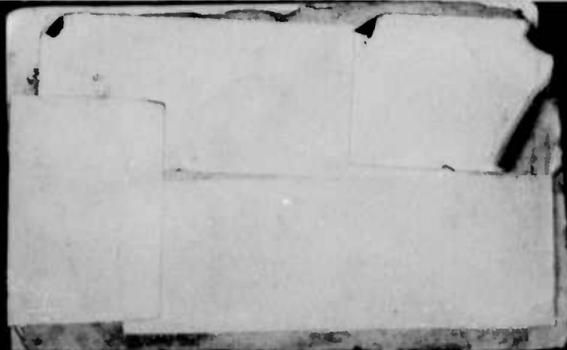
Check _____ Cash

NOTE:

_____ Documents on _____ checks

3428 2449

APPROVED BY: [Signature]



ARTICLES OF INCORPORATION
OF
EASTERN HEAVY EQUIPMENT HAULING COMPANY

BOOK 274 PAGE 124

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 8:37 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:

\$

D3454204

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:
MOORE, CARNEY, RYAN AND LATTANZI
4111 E. JOPPA ROAD, STE. 201
BALTIMORE MD 21236

251C3052337

A 394969



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

3428 2445

ARTICLES OF INCORPORATION FOR A CLOSE CORPORATION

(See instructions on reverse side.)

FIRST: The undersigned LAWRENCE O. OKWALI, VIRGINIA N. OKWALI whose address is 2125 BALDWIN AVENUE, SUITE 10-B, CROFTON MARYLAND 21114, being at least eighteen years of age, do(es) hereby form a corporation under the laws of the State of Maryland. The corporation shall be a close corporation.

SECOND: The name of the corporation is MITCHELLE INTERNATIONAL TRADING CORPORATION

THIRD: The purposes for which the corporation is formed are as follows: Export of office equipments, Telecommunications equipments and Computer equipments, and accessories and ready made fabrics, Import of African Art works, fabrics, food and mineral raw materials.

FOURTH: The post office address of the principal office of the corporation in Maryland is 2125 BALDWIN AVENUE, SUITE 10-B, CROFTON MARYLAND 21114

FIFTH: The name and post office address of the resident agent of the corporation in Maryland are LAWRENCE O. OKWALI, 7333 NEW HAMPSHIRE AVE #919 HYATTSVILLE MARYLAND, 20783

SIXTH: The corporation has authority to issue 100 shares at \$1.00 par value per share.

21758168

SEVENTH: The corporation elects to have no board of directors. Until this election takes effect LAWRENCE O. OKWALI will be the director.

EIGHTH: IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act.

RETURN TO: 2125 BALDWIN AVENUE SUITE 10-B CROFTON MD 21114

SIGNATURE(S) [Signature]

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

STATE DEPT. OF ASSESSMENTS & TAXATION

55 8 AM 23 JUN 92

RECEIVED

RECEIVED FOR RECORD CIRCUIT COURT, A. N. COUNTY

3429 0620

ATS-114 APPROVED FOR RECORD [Signature] at 8:55A m

J.P. DEPT

1992 SEP 30 AM 10:52

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

**GUIDELINES FOR DRAFTING ARTICLES OF INCORPORATION
FOR A "CLOSE" CORPORATION**

(See form on reverse side.)

This type of corporation would be most appropriate for one individual engaged in an enterprise with the intention of making a profit.

This guide is to be used for "Articles of Incorporation for a CLOSE Corporation." Each item describes how to fill a blank in the sample. The sample is the minimum necessary to incorporate. If you wish to expand on any item consult with your lawyer, accountant or financial advisor. Legal questions of a general nature cannot be answered by the staff of this Department.

You may fill in the blanks on the sample and submit it as your Articles of Incorporation. All items must be typed. Forms filled in by hand will not be accepted.

- FIRST:** Insert the names and addresses of the individuals who are incorporating. One or more individuals can act as incorporators. The only requirement is that they be at least 18 years old. The address should be one where mail can be received. It can be anywhere, even a foreign county.
- SECOND:** Insert the corporate name. The corporate name must contain "Corporation," "Incorporated," "Limited," "Inc.," "Corp.," or "Ltd." The name cannot be misleadingly similar to a name already on record in Maryland. You may call 225-1330 for a non-binding check for name availability. Acceptance of a name guarantees only that the corporation will have that name. It does not mean you cannot be sued for trade name or trade mark infringement. For more information on this consult your attorney.
- THIRD:** Give a one or two sentence description of the business of the corporation.
- FOURTH:** Insert the address of the principal place of business. It must be a specific address in Maryland and must include street, city and zip code. It cannot be a post office box.
- FIFTH:** This is the name and address of an agent designated to accept service of process if the corporation is summoned to court for any reason. The agent must be either an adult citizen of Maryland or another already existing Maryland corporation. The address must include the street, city and zip code. The address must be in Maryland and cannot be a post office box. A corporation cannot act as its own resident agent.
- SIXTH:** Insert the number of shares of stock the corporation will have the authority to issue as well as the par value of each share. If the aggregate par value (number of shares multiplied by the par value) exceeds \$100,000, or if over 5,000 shares of stock without par value is used, the filing fee will increase beyond the \$40.00 minimum. If stock without par value is used insert "\$0" as the par value per share. Stock is the means by which ownership of the corporation is divided and assigned. Generally, the owner of 20% of the outstanding stock of the corporation "owns" 20% of the corporation and exercises 20% control. Additionally, stock is required to take advantage of certain tax options. Questions about stock should be directed to your attorney, accountant or financial advisor.
- SEVENTH:** Insert the name of at least one adult. This individual does not have to reside in Maryland. This individual will act as the director of the corporation until he or she issues stock at the organizational meeting of the board. Thereafter the stockholder runs the corporation directly.
- SIGNATURE(S):** Have all the individuals named in FIRST sign here. It must be the original (no xerox, stamp or carbon) signatures of all the people listed in First and no one else may sign here. No witness or notary is required.
- RETURN TO:** State where the receipt, certified copies, certificates of status and the original articles are to be sent.

FEES

The fee to file Articles of Incorporation is \$40.00 unless the aggregate par value of the stock exceeds \$100,000 or, if no par value stock is used, the corporation has authority to issue more than 5,000 shares. If stock exceeds these amounts, call 225-1340 for the fee.

TELEPHONE/(301) 225-1340
TTY FOR DEAF: BALTIMORE AREA 383-7555 • D.C. METRO AREA 565-0451
FAX (301) 333-7096

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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	<u>Name Change (New Name)</u>
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Lawrence OBI Okwati</u>
71	_____	Financial	<u>2125 Baldwin Avenue</u>
600	_____	_____ Personal	<u>Suite 10-B</u>
		Property Reports and late filing penalties	<u>Crofton, MD 21114</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PLM

3429 0621

ARTICLES OF INCORPORATION
OF
MITCHELLE INTERNATIONAL TRADING CORPORATION

BOOK 274 PAGE 128

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 8:55 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:

\$

D3454832

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:
LAWRENCE OBI OKWALI
2125 BALDWIN AVENUE, SUITE 10-B
CROFTON MD 21114

252C3052486

A 395106



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3429 0619

EXCERPT FROM THE MINUTES OF THE JOINT MEETING OF STOCKHOLDERS
AND BOARD OF DIRECTORS OF VOLVO LAND, INC. HELD AT
1400 MUNSEY BUILDING, BALTIMORE, MARYLAND 21202,
ON APRIL 13, 1992 AT 3:00 P.M.

At a Joint Meeting of Stockholders and Directors of Volvo Land, Inc. held on Monday, April 13, 1992, the following resolution was duly made, seconded and approved:

"RESOLVED: That the Resident Agent of the Corporation in the State of Maryland be and is hereby changed from Leonard Bass, whose post office address is 1400 Munsey Building, Baltimore, Maryland 21202 to David Wootton, whose post office address is 8065 Ritchie Highway, Pasadena, Maryland 21122, and who is a resident of the State of Maryland".

At the same meeting, the following resolution was duly adopted:

"RESOLVED: That the principal office of the Corporation be and it is hereby changed from 1400 Munsey Building, Baltimore, Maryland 21202, to 8065 Ritchie Highway, Pasadena, Maryland 21122, 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 acts incident thereto".

I hereby certify that the foregoing Resolutions were made and adopted at a Joint Meeting of Stockholders and Directors on Monday, April 13, 1992, at 1400 Munsey Building, Baltimore, Maryland 21202.

ATTEST:

Lillian M. Wootton
LILLIAN M. WOOTTON, SECRETARY

David Wootton
DAVID WOOTTON, PRESIDENT

STATE DEPT. OF
ASSESSMENTS & TAXATION
92 JUN 23 AM 8 56

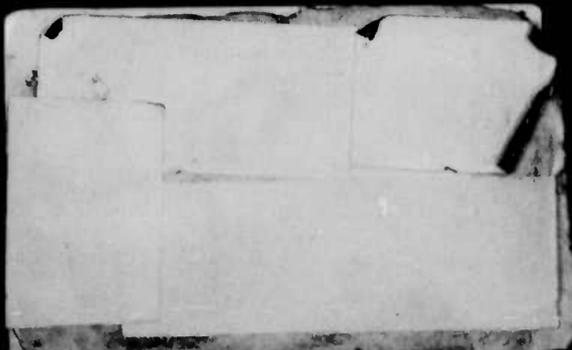
wootton.lb RECEIVED
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

21758088

APPROVED FOR RECORD
623-92 at 8:56 A.M.

3428 2650

1992 SEP 30 AM 10:52
RECEIVED BY CLERK
CREDIT UNIT S.S. COOP.



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52
D0302349 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
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)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Principal Office
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>Bass + Denick, P.A.</u>
87	_____	Limited Part. Good Standing	<u>2 North Calvert Street</u>
71	_____	Financial	<u>Dents 1400</u>
600	_____	Property Reports and late filing penalties	<u>Baltimore, Md 21202-1930</u>
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
_____	_____	Other	_____
_____	_____	Other	_____

TOTAL FEES \$10.00

1 Check _____ Cash _____
1 Documents on 1 checks

NOTE:

APPROVED BY: RMC

3428 2651

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
VOLVO LAND, INC.

BOOK 274 PAGE 131

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 8:56 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D0302349

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:
BASS & DENICK, P.A.
7 NORTH CALVERT ST., STE. 1400
BALTIMORE MD 21202 1930

252C3052530

A 395141



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO 3428 2649

ADELBERG, RUDOW, DORF, HENDLER & SAMETH

ATTORNEYS AT LAW
A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

600 MERCANTILE BANK & TRUST BUILDING
2 HOPKINS PLAZA
BALTIMORE, MARYLAND 21201

TELEPHONE
301-539-5195

TELECOPIER
301-539-5834

JERALD B. LURIE

June 22, 1992

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

Maryland State Department of
Assessments and Taxation
301 West Preston Street
Baltimore, Maryland 21201

21758271

Re: Rim Corporation

Dear Sir/Madam:

This is to advise that I hereby resign as Resident Agent of
Rim Corporation effective immediately.

Very truly yours,

Jerald B. Lurie

Jerald B. Lurie

JBL/dlb
cc: Rim Corporation
0326/rin-sdat

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6-23-92 at 9:41 A.M.

STATE DEPT. OF
ASSESSMENTS & TAXATION

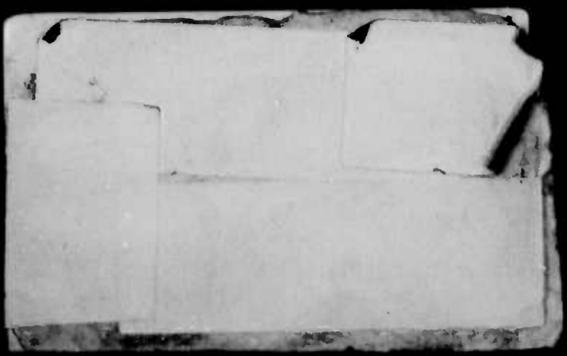
92 JUN 23 AM 9 41

RECEIVED

0620 0290

RECEIVED FOR RECORD
CIRCUIT COURT - S. A. COURT

1992 SEP 30 AM 10:52



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
BOOK 27 PAGE 134
CHARTER DIVISION

Room 819
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52
D1764059 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>001</u>
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	<i>Gerald B. Lunt</i>
84	_____	Amendment to Limited Partnership	MAIL TO ADDRESS: _____
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

1 Check _____ Cash
1 Documents on 1 checks

APPROVED BY: RMC

3429 0291

RESIGNATION OF RESIDENT AGENT
OF
RIM CORPORATION

BOOK 274 PAGE 134

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 9:41 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D1764059

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:
ADELBERG RUDOW, DORF, HENDLER &
SAMETH
600 MERCANTILE BANK & TRUST BLDG.
BALTIMORE MD 21201

251C3052415

A 395040



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3429 0289

APPROVED FOR RECORD

6/23/92 at 10:03 a.m.

CADPLUS COMPUTER SERVICES, INC

ARTICLES OF INCORPORATION

FIRST: The undersigned John Palmer and Franklin T. Roloson 3rd, whose post office addresses are 8675 Norwalk Harbour, Pasadena, MD. 21122 and 127 Embleton Road, Owings Mills, MD 21237, 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 CADPLUS Computer Services, Inc. #

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

"The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the general laws of the State of Maryland."

FOURTH: The post office address of the principal office of the Corporation in Maryland is 8675 Norwalk Harbour, Pasadena, MD. 21122. The name and post office address of the resident agent of the Corporation in Maryland are Franklin T. Roloson 3rd, 127 Embleton Road, Owings Mills, MD. 21237.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of no 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, and so long as there are less than 3 stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name(s) of the director(s) who shall act until the first meeting or until their successors are duly chosen and qualified are John Palmer, Franklin T. Roloson 3rd, and Deana Jordan.

SEVENTH: The Directors shall have power to make and to alter or amend the by-laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a voice vote of the holders of a majority of the capital 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 shall determine whether and to what extent the accounts and books of this corporation, 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 the law or By-Laws, or by resolution of the stockholders.

1992 SEP 30 AM 10:52

3428 2388

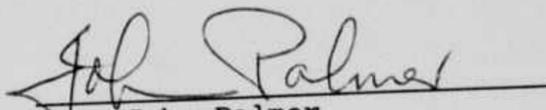
21768245

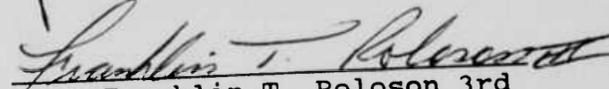
The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Maryland, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of the State of Maryland.

It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this article of incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this article shall be regarded as independent objects, purposes and powers.

EIGHT: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these articles of incorporation on June 17, 1992, and severally acknowledge the same to be our act.


John Palmer


Franklin T. Roloson 3rd



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Cadplus Computer Services, Inc</u>
71	_____	Financial	<u>8675 Norwalk Harbour</u>
600	_____	_____ Personal	<u>Pasadena, MD 21122</u>
	_____	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 _____	<u>Attn: John Palmer</u>

TOTAL FEES 70

Check _____ Cash

NOTE:

Documents on _____ checks

3428 2390

APPROVED BY: HP

ARTICLES OF INCORPORATION
OF
CADPLUS COMPUTER SERVICES, INC.

BOOK 274 PAGE 138

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 10:03 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:

\$

D3454105

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:
CADPLUS COMPUTER SERVICES, INC.
ATTN: JOHN PALMERS
8675 NORWALK HARBOUR
PASADENA MD 21122

251C3052327

A 394955



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

3428 2387

po

ARTICLES OF INCORPORATION
OF
K & S CLASSICS, INC.
(A Maryland Close Corporation)

THIS IS TO CERTIFY:

6-23-92 1222p

FIRST: The subscriber, FREDRIC D. LEFFLER, ESQUIRE, does hereby declare subscriber's intention of forming a corporation under and by virtue of the general laws of the State of Maryland authorizing the formation of corporations. Said incorporator being an adult over eighteen (18) years of age.

SECOND: The name of the Corporation is:

K & S CLASSICS, INC.

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

FOURTH: The purpose or purposes for which the corporation is organized are:

To engage in services of all types and kinds including, but not limited to:

To engage in the sale, production, manufacture and otherwise to deal in and with, at wholesale or retail, as agent, broker or principal, new, used, rebuilt, or remanufactured automotive parts and supplies, and any services related thereto; to engage in the same for the purposes of import or export, to the full extent permitted by law, including without limitation, any acts, goods, products or services related thereto, arising therefrom or incident thereto.

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.

To manufacture, purchase or otherwise acquire and to hold, own mortgage or otherwise lien, pledge, lease, sell, assign, deal and trade in and with goods, wares, merchandise and personal property of any and every class and description, within or without the State of Maryland.

To acquire the goodwill, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association, or corporation; to pay for the same in cash, the stock of the Corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased.

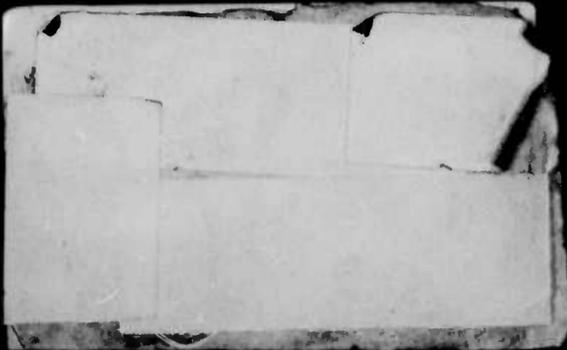
- 1 -

RECEIVED RECORD
CIRCUIT COURT, BALTIMORE COUNTY

1992 SEP 30 AM 10:52



21768575 3428 2166



To conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient to and about the conduct and management of such business.

To enter into, make and perform contracts of every kind for any lawful purpose, with any person, firm association or corporation, town, city, county, body politic, state territory, government or colony or dependency thereof.

To borrow money for any of the purposes of the corporation and to draw, make, accept, endorse, discount, execute, issue, sell, pledge, or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures of negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment thereof and the interest thereon by mortgage or pledge, conveyance or assignment in trust of the whole or part of the property of the corporation at this time owned or hereafter secured.

To conduct its business in any of the states, territories, colonies or dependencies of the United States, in any and all foreign countries, and have one or more offices, therein, and to hold, purchase, mortgage and convey real and personal property without limit as to amount.

To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone, 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 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 any appear conducive to or expedient for the accomplishment of any of such objects and purposes.

It is intended that each of the objects, purposes and powers hereinabove set out shall be regarded as independent objects, purposes and powers and that together with all of the powers conferred by the laws of the State of Maryland, this corporation shall also have the power to carry on any other business which may be usual, useful, necessary or convenient in connection with or incidental to any of the business objects as powers of the corporation as above expressed.

To engage in any other lawful purpose and business; and to do anything permitted by law.

FIFTH: The post office address at which the principal office of said corporation in this State will be, 811 Rustic Lane, Lothian, Maryland 20711. The registered agent of the corporation is KIMBERLY ANN KESSLER, whose post office address is 811 Rustic Lane, Lothian, Maryland 20711, said registered agent being a citizen of Maryland, who actually resides therein.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Thousand (1,000) shares common stock, having a par

value of One Dollar (\$1.00) each, amounting in the aggregate of ONE THOUSAND DOLLARS (\$1,000.00).

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and 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 the Corporation, with or without par value, of any class, for such consideration as the Board of Directors may deem advisable, irrespective of the value or amount of such restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated 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, any contract or transaction of this Corporation or in which this Corporation is interested, and no contract, act or transaction of this Corporation with any 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 interested.

(c) The Corporation may enter into Agreements with any stockholder or stockholders giving to the Corporation or to any other stockholder or stockholders an option to purchase the stockholdings of such stockholder to 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 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, to determine, and to vary 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 of 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 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, 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.

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

(g) 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.

EIGHTH: The number of initial directors of the Corporation shall be Two (2). The number of directors of the Corporation may be increased or decreased pursuant to the By-Laws of the Corporation, but after the issuance of stock shall not be less than THREE (3), unless all the outstanding shares of stock are owned by less than THREE (3) shareholders, in which event the number of directors shall not be less than the number of shareholders, and in any event shall not be less than ONE (1). The name of the directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified are DANIEL C. KESSLER, SR. and KIMBERLY ANN KESSLER.

NINTH: The duration of the Corporation shall be perpetual.

TENTH: Subject to section 2-418 of the Maryland General Corporation Law, the Corporation shall indemnify any director, officer, employee, or agent made a party to any proceeding by reason of service in such capacity, unless it is proved that: (i) the act or omission of such person was material to the cause of action adjudicated in the proceeding and either was committed in bad faith or was the result of active and deliberate dishonesty; (ii) the person actually received an improper personal benefit in money, property, or services; or (iii) in the case of any criminal proceeding, the person had reasonable cause to believe that the act or omission was unlawful. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other rights to which such individual may be entitled under any statute, bylaw, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 23th day of June, 1992 and I acknowledge the same to be my act.


Fredric D. Leffler

(SEAL)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 143

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52
_____ P.A. _____ Religious Close Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____ Change of Name
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____ Change of Principal Office
62	_____	Rec. Fee (Amendment)	_____ Change of Resident Agent
63	_____	Rec. Fee (Merger or Consolidation)	_____ Change of Resident Agent Address
64	_____	Rec. Fee (Transfer)	_____ Resignation of Resident Agent
65	_____	Rec. Fee (Dissolution)	_____ Designation of Resident Agent and Resident Agent's Address
66	_____	Rec. Fee (Revival)	_____ Other Change _____
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	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Fred Leffler</u>
71	_____	Financial	<u>\$600</u>
600	_____	Property Reports and _____ Personal	<u>10320 Little Patuxent Pkway</u>
		late filing penalties	<u>Columbia, Md</u>
70	_____	Change of P.O., R.A. or R.A.A.	<u>2104</u>
91	_____	Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 70
Visa _____ Check _____ Cash _____

Documents on _____ checks

APPROVED BY: JM

NOTE:

3428 2170

ARTICLES OF INCORPORATION
OF
K & S CLASSICS, INC.

BOOK 274 PAGE 144

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 12:22 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3453685

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:
FRED LEFFLER
10320 LITTLE PATUXENT PARKWAY
STE. 600
COLUMBIA MD 21041

251C3052285

A 394920



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3428 2165

STATE DEPT. OF
ASSESSMENTS & TAXATION

'92 JUN 23 PM 3 20

RECEIVED

BUILDING OPERATIONS CONSULTING CORPORATION

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

ARTICLES OF INCORPORATION

6-23-92 320p

FIRST: I, Albert C. Hein, whose post office address is 561 Kevins Drive, Arnold, Maryland 21012, 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 hereafter referred to as the "Corporation") is **Building Operations Consulting Corporation.**

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) Engineering Operations--to advise hotels and other companies with regard to the operational side of client 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.

FIFTH: The post office address of the principal office of the Corporation in this State is:

561 Kevins Drive
Arnold, Maryland 21012.

The name and post office address of the Resident Agent of the Corporation in this State are:

Albert C. Hein
561 Kevins Drive
Arnold, Maryland 21012

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

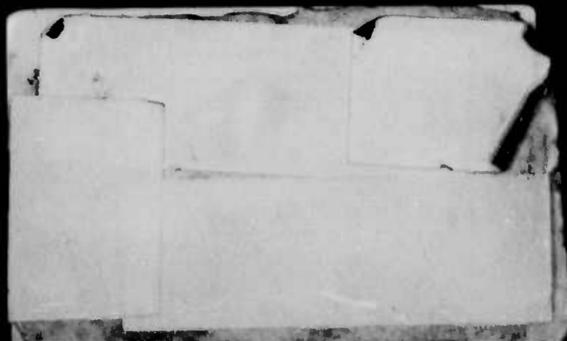
SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is Five Thousand (5000) shares of common stock, without par value, all of one class.

SEVENTH: The number of Directors of the Corporation shall be

1992 SEP 30 AM 10:52



21768202 3428 2317



Two (2), 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(s) of the Director(s) who shall act until the first Annual Meeting or until their successor(s) are duly elected and qualify are:

Albert C. Hein
561 Kevins Drive
Arnold, Maryland 21012

Mrs. Karen Hein
561 Kevins Drive
Arnold, Maryland 21012

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, 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, 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 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 Corporation

Law now or hereafter in force.

NINTH: 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 or options to subscribe for, purchase, or otherwise acquire such shares.

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

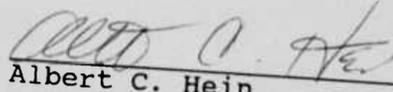
(2) to the extent that a judgment or other final adjudication adverse to such Director or officer is entered in a proceeding based on a finding in the proceeding that such Director's or officer's action, or failure to act, was

(a) the result of **active and deliberate** dishonesty, or

(b) **intentionally** wrongful, willful, or malicious and, in each case, was **material** to the cause of action adjudicated in the proceeding.

ELEVENTH: The duration of the Corporation shall be perpetual.

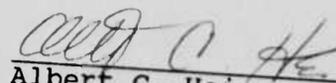
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of June, 1992, and I acknowledge the same to be my act.


Albert C. Hein

VERIFICATION

I, the undersigned, hereby declare and affirm under the penalties of perjury that the contents of the foregoing Articles of Incorporation of **BUILDING OPERATIONS CONSULTING CORPORATION** are true and correct to the best of my knowledge, information, and belief.

Date: June 23, 1992


Albert C. Hein



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

PS

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA		Foreign Corp. Registration	<u>Albert Klein</u>
87		_____ Limited Part. Good Standing	<u>501 Kemmis Dr</u>
71		Financial	<u>Arnold MD 21012</u>
600		_____ Personal	
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 70

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3428 2320



ARTICLES OF INCORPORATION
OF
BUILDING OPERATIONS CONSULTING CORPORATION

BOOK 274 PAGE 149

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 3:20 O'CLOCK P.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3453982

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:
ALBERT C. HEIN
561 KEVINS DRIVE
ARNOLD

MD 21012

251C3052315

A 394943



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

3428 2316

CERTIFICATE OF CHANGE OF ADDRESS OF RESIDENT AGENT
OF
INTERNATIONAL ASSOCIATION OF AIRPORT
DUTY FREE STORES, INC.

RESOLUTION OF DIRECTORS

RESOLVED: That the address of Resident Agent of the Corporation is hereby changed to Allan P. Hillman, Hazel & Thomas, P.C., Bank of Baltimore Building, 120 East Baltimore Street, Suite 2100, Baltimore, Maryland 21202. Said Resident Agent is an individual actually residing in this State.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
'92 JUN 24 AM 11:37
RECEIVED

CERTIFICATION

I HEREBY CERTIFY, that the foregoing resolution was duly adopted by the Board of Directors of International Association of Airport Duty Free Stores, Inc. on June 9, 1992.

INTERNATIONAL ASSOCIATION OF AIRPORT DUTY FREE STORES, INC.

By: David H. Bernstein
David H. Bernstein, President

Dated: June 9, 1992

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD
6-24-92 at 11:31 P.m.

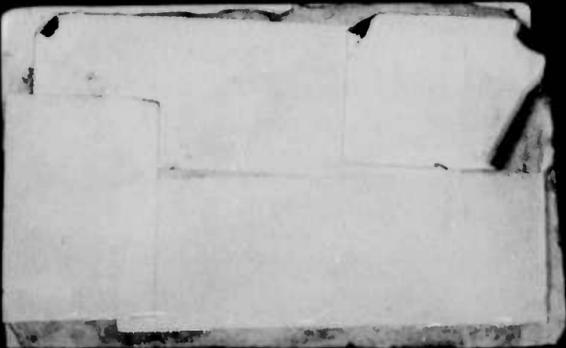
RECEIVED FOR RECORD
CIRCUIT COURT BALTIMORE COUNTY

21768571

3428 2699

L:\VAPH\CL1\177183.1
June 8, 1992

1992 SEP 30 AM 10:52



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 151

Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52
D 1529288 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	<i>Maybeth Wegane</i>
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<i>Hazel + Thomas</i>
71	_____	Financial	<i>120 East Baltimore St</i>
600	_____	_____ Personal	<i>Baltimore MD 21202</i>
		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

Check Cash

NOTE:

1 Documents on checks *Receipt 1/13/82*

APPROVED BY: RMC

3428 2700

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
INTERNATIONAL ASSOCIATION OF AIRPORT DUTY FREE
STORES, INC.

BOOK 274 PAGE 152

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1992 AT 11:37 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D1529288

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:
HAZEL & THOMAS
ATTN: MARYBETH WEGAND
120 EAST BALTIMORE ST.
BALTIMORE MD 21202

252C3052547

A 395156



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3428 2698

MORNING-VIEW GROUP, INC.
(A CLOSE CORPORATION)

March 31, 1992

The undersigned, constituting all of the stockholders of MORNING-VIEW GROUP, INC., a Maryland corporation (hereinafter referred to as the "Corporation"), do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows :

RESOLVED : That the resident agent of the Corporation in the State of Maryland be and he is hereby changed from Yi-Fei Sohn, whose post office address is 8301 Ashford Boulevard #1118, Laurel, Maryland 20707, to IK-Bong Cho, whose post office address is 3127-B Wheaton Way, Ellicott City, Maryland 21043, and who is a resident of the State of Maryland.

RESOLVED : That the principal office of the Corporation be and it is hereby changed from 8301 Ashford Boulevard #1118, Laurel, Maryland 20707, to 512 North Crain Highway, Bay #21, Glen Burnie, Maryland 21061.

RESOLVED : 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 acts incident thereto.

WITNESS the hand and seal the day and year first above written.

STOCKHOLDERS :

Jonathan J. Kim
Jonathan J. Kim

21778220

I, Jonathan J. Kim, the president of MORNING-VIEW GROUP, INC., 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.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

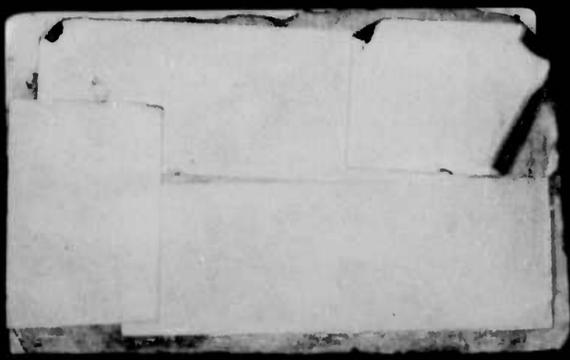
Jonathan J. Kim
Jonathan J. Kim

APPROVED FOR RECORD

3428 2854

6-25-92 at 9:30 A .m.

RECEIVED
DEPT. OF ASSESSMENTS & TAXATION
1992 SEP 30 AM 10:05



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



BOOK 274 PAGE 154
Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52
D3328309 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	<input type="checkbox"/> Change of Name
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Principal Office
66	_____	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	<u>Insure We</u>
71	_____	Financial	<u>3440 Ellicott Center Drive</u>
600	_____	Property Reports and late filing penalties	<u>Suite 103</u>
70	\$10.00	Change of P.O., R.A. or R.A.A.	<u>Ellicott City, Md 21043</u>
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

3428 2855

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
MORNING-VIEW GROUP, INC.

BOOK 274 PAGE 155

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 25, 1992 AT 9:30 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D3328309

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:
INSUN WE
3440 ELLICOTT CENTER DR.
SUITE 103
ELLICOTT CITY MD 21403

252C3052585

A 395180



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

3428 2853

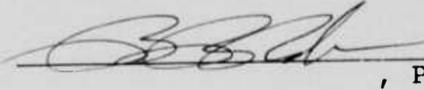
NOTICE OF CHANGE OF ADDRESS
OF RESIDENT AGENT OF
ANNAPOLIS CAPITAL RESOURCES CORP.

Charter Department
State Department of Assessments
and Taxation
301 West Preston Street
Baltimore, Maryland 21201

June 12, 1992

This is to notify you that the address of Bruce R. Robinson, who is the Resident Agent of Annapolis Capital Resources Corp. (the "Corporation") has been changed from 175 Admiral Cochrane Drive, 2nd Floor, Annapolis, Maryland 21401 to 275 West Street, Suite 305, Annapolis, Maryland 21401.

Enclosed is a check for \$ 10.00 to cover the cost of filing and recording this notice.


_____, President

STATE DEPT. OF
ASSESSMENTS & TAXATION

29 JUN 23 AM 10 29

RECEIVED

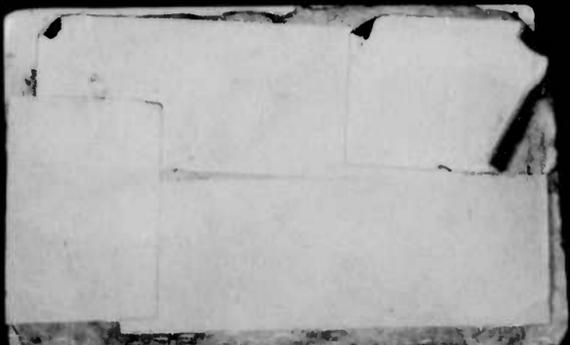
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6-23-92 at 10:29 AM

JWWANU08.NOT

41-1 HD CI NJF E661
JUN 13 1992



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 157

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52
D 3144 031 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code <u>045</u>
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	<u>Joseph Weibel</u>
84	_____	Amendment to Limited Partnership	MAIL TO ADDRESS: _____
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

_____ 1 Check _____ Cash
#6 Documents on _____ 1 checks

NOTE:

APPROVED BY: RMC

3430 0248

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
ANNAPOLIS CAPITAL RESOURCES CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 10:29 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D3144037

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:
MILES & STOCKBRIDGE
ATTN: JOSEPH WEHEL
10 LIGHT STREET
BALTIMORE

MD 21202

002C3062879

A 395433



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

~~3430 0246~~
3430 0246

BOOK 274 PAGE 150
NOTICE OF CHANGE OF ADDRESS
OF PRINCIPAL OFFICE OF
ANNAPOLIS CAPITAL RESOURCES CORP.

Charter Department
State Department of Assessments
and Taxation
301 West Preston Street
Baltimore, Maryland 21201

June 12, 1992

I, Bruce R. Robinson, Secretary of Annapolis Capital Resources Corp. (the "Corporation") certify that at a meeting of the Board of Directors of the Corporation held on the 12th day of June, 1992, the following resolutions were unanimously adopted:

RESOLVED: That the address of the principal office of the Corporation is changed from 175 Admiral Cochrane Drive, 2nd Floor, Annapolis, Maryland 21401 to 275 West Street, Suite 305, Annapolis, Maryland 21401.

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

I further certify that the above resolutions have not been amended or rescinded and are in full force and effect.

 (SEAL)
, Secretary

STATE DEPT. OF
ASSESSMENTS & TAXATION

92 JUN 23 AM 10 29

RECEIVED FOR RECORD
CIRCUIT COURT
JWWANU05.NOT

1993 JUN 13 PM 1:15

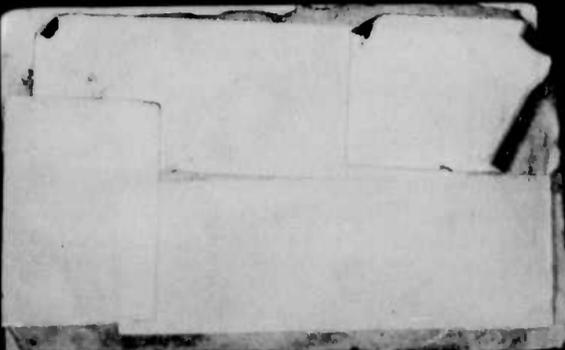


RECEIVED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD 3430 0244

6-23-92 at 10:29 A.m.



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 160

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52
D3144031 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
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)	<input checked="" type="checkbox"/> Change of Principal Office
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	Code <u>045</u>
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	<u>Joseph Weichel</u>
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	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	_____
71	_____	Financial	_____
600	_____	Property Reports and _____ Personal	_____
		late filing penalties	_____
70	\$10.00	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
		Other _____	_____
		Other _____	_____

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

06 Documents on 1 checks

APPROVED BY: RMC

3430 0245

CHANGE OF PRINCIPAL OFFICE
OF
ANNAPOLIS CAPITAL RESOURCES CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 10:29 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

\$ _____

D3144037

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:
MILES & STOCKBRIDGE
ATTN: JOSEPH WEIHEL
10 LIGHT STREET
BALTIMORE

MD 21202

002C3062878

A 395432



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. ~~3470 1120~~

3430 0243

BOOK 274 PAGE 162

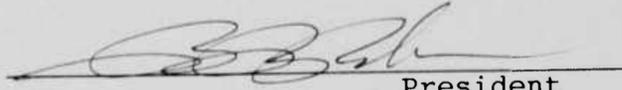
NOTICE OF CHANGE OF ADDRESS
OF RESIDENT AGENT OF
ANNAPOLIS HEALTH PRODUCTS CORP.

Charter Department
State Department of Assessments
and Taxation
301 West Preston Street
Baltimore, Maryland 21201

June 12, 1992

This is to notify you that the address of Bruce R. Robinson, who is the Resident Agent of Annapolis Health Products Corp. (the "Corporation") has been changed from 175 Admiral Cochrane Drive, 2nd Floor, Annapolis, Maryland 21401 to 275 West Street, Suite 305, Annapolis, Maryland 21401.

Enclosed is a check for \$ 10.00 to cover the cost of filing and recording this notice.


, President

STATE DEPT. OF
ASSESSMENTS & TAXATION

92 JUN 23 AM 10 29

RECEIVED

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

RECEIVED FOR RECORD
CIRCUIT COURT
JWWAN009.NOT

1993 JAN 13 PM 1:15

APPROVED FOR RECORD

6-23-92 at 10:29 A



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 163

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52
~~03198710~~ D3198710 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code <u>045</u>
80	_____	For. Limited Partnership	ATTENTION: _____
83	_____	Cert. Limited Partnership	<i>Joseph Weikel</i>
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	MAIL TO ADDRESS: _____
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

_____ 1 Check _____ Cash
6 Documents on _____ 1 checks

APPROVED BY: RMC

3430 0242

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
ANNAPOLIS HEALTH PRODUCTS CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 10:29 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D3198710

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:
MILES & STOCKBRIDGE
ATTBL HSIEOG WEIHEL
10 LIGHT STREET
BALTIMORE

MD 21202

002C3062877

A 395431



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. ~~7470 1417~~
3430 0240

NOTICE OF CHANGE OF ADDRESS
OF PRINCIPAL OFFICE OF
ANNAPOLIS HEALTH PRODUCTS CORP.

Charter Department
State Department of Assessments
and Taxation
301 West Preston Street
Baltimore, Maryland 21201

June 12, 1992

I, Bruce R. Robinson, Secretary of Annapolis Health Products Corp. (the "Corporation") certify that at a meeting of the Board of Directors of the Corporation held on the 12 day of June, 1992, the following resolutions were unanimously adopted:

RESOLVED: That the address of the principal office of the Corporation is changed from 175 Admiral Cochrane Drive, 2nd Floor, Annapolis, Maryland 21401 to 275 West Street, Suite 305, Annapolis, Maryland 21401.

RESOLVED: That the Secretary of the Corporation file a certified copy of these resolutions with the State Department of Assessments and Taxation of the State of Maryland.

I further certify that the above resolutions have not been amended or rescinded and are in full force and effect.

 (SEAL)
, Secretary

1993 JUN 13 PM 1:15

RECEIVED
STATE DEPT. OF ASSESSMENTS & TAXATION
JUN 13 1992

STATE DEPT. OF ASSESSMENTS & TAXATION

29 JUN 23 AM 10 29

RECEIVED

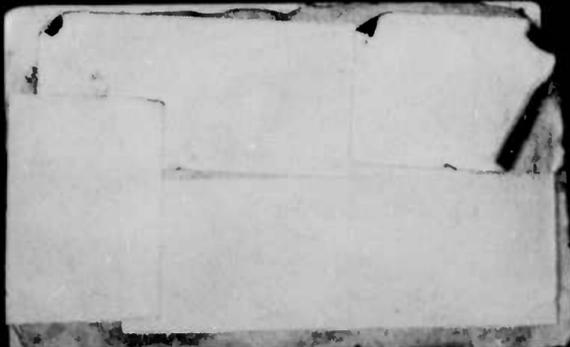
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6-23-92 at 10:29 A.m.

3430 0238

JWWANU06.NOT



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 166

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52
D3198710 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	Change of Name _____
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Principal Office _____
66	_____	Rec. Fee (Revival)	Change of Resident Agent _____
52	_____	Foreign Qualification	Change of Resident Agent Address _____
50	_____	Cert. of Qual. or Reg.	Resignation of Resident Agent _____
51	_____	Foreign Name Registration	Designation of Resident Agent and Resident Agent's Address _____
13	_____	Certified Copy _____	Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>045</u>
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	<i>Lough Weikel</i>
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	Limited Part. Good Standing	
71	_____	Financial	
600	_____	Property Reports and late filing penalties	
70	\$10.00	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other	
	_____	Other	

TOTAL FEES \$10.00

1 Check Cash

NOTE:

26 Documents on 1 checks

APPROVED BY: RMC

3430 0239

CHANGE OF PRINCIPAL OFFICE
OF
ANNAPOLIS HEALTH PRODUCTS CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 10:29 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

\$ _____

D3198710

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:
MILES & STOCKBRIDGE
10 LIGHT STREET
BALTIMORE

MD 21202

002C3062876

A 395430



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

~~3430 0237~~
3430 0237

BOOK 274 PAGE 168
NOTICE OF CHANGE OF ADDRESS
OF RESIDENT AGENT OF
ROBINSON AVIATION INC.

Charter Department
State Department of Assessments
and Taxation
301 West Preston Street
Baltimore, Maryland 21201

June 12, 1992

This is to notify you that the address of Bruce R. Robinson, who is the Resident Agent of Robinson Aviation Inc. (the "Corporation") has been changed from 175 Admiral Cochrane Drive, 2nd Floor, Annapolis, Maryland 21401 to 275 West Street, Suite 305, Annapolis, Maryland 21401.

Enclosed is a check for \$ 10.00 to cover the cost of filing and recording this notice.


_____, President

1992 JUN 13 PM 1:15



STATE DEPT. OF
ASSESSMENTS & TAXATION

92 JUN 23 AM 10 29

JWWANU07.NOT
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION RECEIVED

21768108

3430 0235

APPROVED FOR RECORD

6-23-92 at 10:29A

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 169

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52
D3353921 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	_____	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	
61	_____	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	Certified Copy	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	
75	_____	Special Fee	Code <u>045</u>
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	<i>Joseph Weibel</i>
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
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

1 Check _____ Cash _____
x6 Documents on 1 checks

NOTE:

APPROVED BY: RMC

3430 0236

BOOK 274 Pgs. 170

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
ROBINSON AVIATION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 10:29 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ _____

RECORDING
FEE PAID:

\$ 10.00

SPECIAL
FEE PAID:

\$ _____

D3353927

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:
MILES & STOCKBRIDGE
ATTN: JOSEPH WERHIL
10 LIGHT STREET
BALTIMORE

MD 21202

002C3062875

A 395429



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO ~~7470-1111~~
3430 0234

BOOK 274 Pgs. 170

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
ROBINSON AVIATION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 10:29 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

\$ _____

D3353927

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:
MILES & STOCKBRIDGE
ATTN: JOSEPH WERHIL
10 LIGHT STREET
BALTIMORE

MD 21202

002C3062875

A 395429



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO ~~7470-1111~~
3430 0234

NOTICE OF CHANGE OF ADDRESS
OF PRINCIPAL OFFICE OF
ROBINSON AVIATION INC.

Charter Department
State Department of Assessments
and Taxation
301 West Preston Street
Baltimore, Maryland 21201

June 12, 1992

I, Bruce R. Robinson, Secretary of Robinson Aviation Inc.
(the "Corporation") certify that at a meeting of the Board of
Directors of the Corporation held on the 12th day of June, 1992,
the following resolutions were unanimously adopted:

RESOLVED: That the address of the principal office
of the Corporation is changed from 175 Admiral
Cochrane Drive, 2nd Floor, Annapolis, Maryland
21401 to 275 West Street, Suite 305, Annapolis,
Maryland 21401.

RESOLVED: That the Secretary of the Corporation
file a certified copy of these resolutions with the
State Department of Assessments and Taxation of the
State of Maryland.

I further certify that the above resolutions have not been
amended or rescinded and are in full force and effect.

 (SEAL)
, Secretary

1993 JUN 13 PM 1:15



STATE DEPT. OF
ASSESSMENTS & TAXATION

92 JUN 23 AM 10 29

RECEIVED

JWWANU04.NOT

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

3430 0832

6-23-92 at 10:29 A.m.



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 172

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 52

D3353929 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock _____

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
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 _____ Personal	_____
600	_____	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 _____	_____

- 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 045
ATTENTION: Lloyd Weibel

MAIL TO ADDRESS: _____

TOTAL FEES \$10.00

1 Check _____ Cash

NOTE:

26 Documents on 1 checks

APPROVED BY: RMC

~~3430 0233~~
3430 0233

BOOK 274 PAGE 173

CHANGE OF PRINCIPAL OFFICE
OF
ROBINSON AVIATION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 23, 1992 AT 10:29 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

\$ _____

D3353927

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:
MILES & STOCKBRIDGE
ATTN: JOSEPH WEIHEL
10 LIGHT STREET
BALTIMORE

MD 21202

002C3062874

A 395428



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. ~~3478-1188~~
3430 0231

§

BOOK 274 PAGE 174

ARTICLES OF INCORPORATION
OF
PARK n SELL, INC.
A MARYLAND CLOSE CORPORATION,
ORGANIZED PURSUANT TO TITLE 4 OF THE
CORPORATION AND ASSOCIATIONS ARTICLE OF THE
ANNOTATED CODE OF MARYLAND

FIRST: I, Daniel J. Mellin, Esquire, whose post office address 221 Duke of Gloucester Street, Annapolis, Maryland, 21401, 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:

PARK n SELL, 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 engage in the advertising, promotion, display, storage, sales, brokerage, and any other activities relating to real and personal property and retail and wholesale sales thereof;
- (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;

1993 JUN 13 PM 1:15

J. P. MELLIN
CORPORATION

HILLMAN BROWN & DARROW
Attorneys at Law
Post Office Box 688
Annapolis, Maryland 21404-0688
(301) 263-3131
(301) 269-5555
(301) 858-5500

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT

6-24-92 at 9:00a.m.

21768578

3429 1045

(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;

(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 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.

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 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 221 Duke of Gloucester Street, Annapolis, Maryland 21401. The name and post office address of the Resident Agent is Augustus Forbush, III, Post Office Box 302, Route 13 North, Salisbury, Maryland, 21801. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 2,000 divided into 1,000 shares of Class A Common Stock without par value, and 1,000 shares 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:

1. Except as hereinafter 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.

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 Common Stock shall possess all voting powers for all purposes, including, by way of illustration and not of limitation, the election of directors, and the holders of Class B Common Stock shall have no voting powers whatsoever, and no holder of Class B 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 the stockholders, except that the directors may appoint a Class B stockholder to serve in an advisory capacity to the Board of Directors without a vote.

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 are:

Augustus Forbush, III

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

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

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

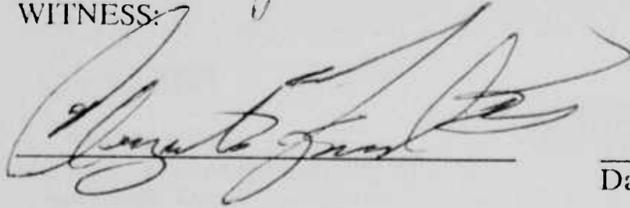
NINTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall

have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of 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.

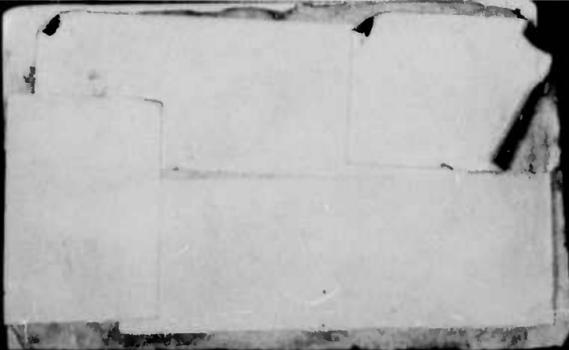
TENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of June, 1992 and I acknowledge the same to be my act.

WITNESS:




Daniel J. Mellin



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 180

DOCUMENT CODE 02 Jmo BUSINESS CODE 03 COUNTY 52
_____ P.A. _____ Religious Close Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10		Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62		Rec. Fee (Amendment)	_____
63		Rec. Fee (Merger or Consolidation)	_____
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>12</u>	<u>1</u> Certified Copy <u>cp</u>	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	<u>Daniel J. Mellin</u>
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Hillman</u>
87		Limited Part. Good Standing	<u>Brown & Darrow, P.A.</u>
71		Financial	<u>Attorneys at Law,</u>
600		Personal	<u>221 Duke of Gloucester</u>
		Property Reports and late filing penalties	<u>Street, Post Office</u>
70		Change of P.O., R.A. or R.A.A.	<u>Box 668</u>
91		Amend/Cancellation, For. Limited Part.	<u>Annapolis, Md. 21404</u>
		Other	<u>0668</u>
		Other	

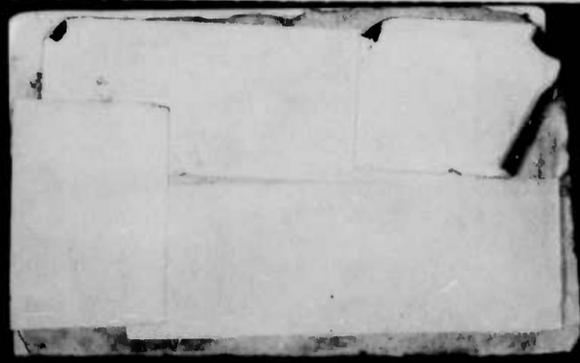
TOTAL FEES 52
 Check _____ Cash

Documents on _____ checks

APPROVED BY: Sms

NOTE: copy made

3429 1051



ARTICLES OF INCORPORATION
OF
PARK N SELL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1992 AT 9:00 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:

\$

D3455706

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:
DANIEL J. MELLIN
HILLMAN, BROWN & DARROW, P.A.
221 DUKE F GLOUCESTER STREET
P.O. BOX 668
ANNAPOLIS

MD 21404 0668

001C3062641

A 395235



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3429 1044

ARTICLES OF INCORPORATION

OF

DALES MANOR HOMEOWNERS ASSOCIATION, INC.

RECEIVED

'92 JUN 24 AM 8 19

STATE DEPT. OF
ASSESSMENTS & TAXATION

In compliance with the requirements of the Annotated Code of Maryland, Corporations and Associations Article, Section 5-201 et seq., the undersigned, a resident of the State of Maryland, of legal age, has this day formed a non-stock corporation, not for profit, and does hereby certify:

ARTICLE I
Name

The name of the corporation is:

DALES MANOR HOMEOWNERS ASSOCIATION, INC.

hereinafter called the "Association".

ARTICLE II
Principal Office

The principal office of the Association is located at 900 Ritchie Highway, Suite 201, Severna Park, Maryland 21146.

ARTICLE III
Resident Agent

James C. Praley, whose address is c/o Lessans and Tate, 7419 Baltimore-Annapolis Boulevard, Post Office Box 1330, Glen Burnie, Maryland 21060, 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 of Formation

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed is to provide for maintenance, preservation and architectural control of the residential lots and open space and common areas within that certain tract of property (the "Property"), situate in Anne Arundel County, Maryland and depicted on the Plats of "Dales Manor", which Plats are recorded among the Land Records of said County in Plat Book 145, Pages 31 and 32, and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

1

3429 0927

APPROVED FOR RECORD

U-24-92 at 8:19 A.m.

21768454

RECEIVED & RECORDED
MAY 21 1992
1993 JAN 13 PM 1:16

(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 and Easements, hereinafter called the "Declaration", applicable to the Property, intended to be recorded among the Land Records of 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 - provided, however, that 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;

(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 may by law now or hereafter exercise.

ARTICLE V Membership

Every person 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 Corporation shall not be authorized to issue stock to any member or entity.

**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 (as defined in the Declaration), 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 determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B Member 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) on December 31, 1995.

**ARTICLE VII
Board of Directors**

The affairs of the Association shall be managed by a Board of Directors consisting not less than three (3) nor more than five (5) 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 of the persons who are to act in the capacity of directors until the selection of their successors are:

Gary W. Koch
Frances Johnson
Nancy Riddleberger

**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

a non-profit corporation, association, trust or other organization devoted to such similar purpose.

**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.

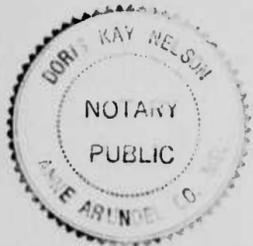
IN WITNESS WHEREOF, for the purpose of forming this non-stock corporation under the Laws of the State of Maryland, the undersigned, whose address is 7419 Baltimore-Annapolis Boulevard, Post Office Box 1330, Glen Burnie, Maryland 21060, has executed these Articles of Incorporation this 23RD day of JUNE, 1992.

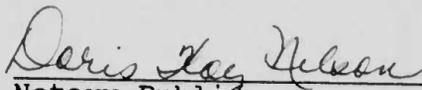

James C. Praley

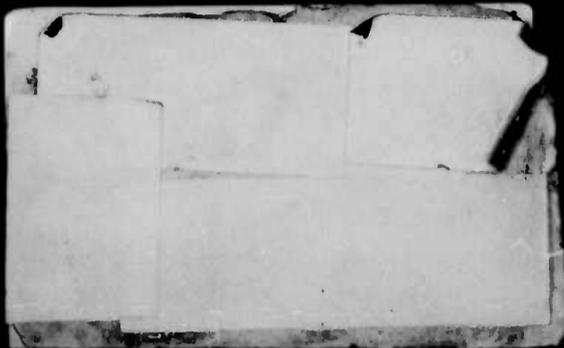
**STATE OF MARYLAND,
COUNTY OF ANNE ARUNDEL, TO WIT:**

I HEREBY CERTIFY that on this 23rd day of JUNE, 1992, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared JAMES C. PRALEY, who acknowledged himself to be the Incorporator of Dales Manor Homeowners Association, Inc., and that he executed the foregoing instrument for the purposes therein contained.

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




Notary Public
My Commission Expires: 3/1/84



BOOK 274 PAGE 186

After recording, please return to:

James C. Praley
Lessans and Tate
7419 Baltimore-Annapolis Blvd.
P.O. Box 1330
Glen Burnie, Maryland 21060

58.koch/dales:artinc.dm
6/4/92

3429 0931

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 187

copy

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	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>11</u>	<u>1</u> Certified Copy <u>5p</u>	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Law Offices</u>
87		_____ Limited Part. Good Standing	<u>LESSARS and Gate</u>
71		Financial	<u>7419 Baltimore-Annapolis Blvd.</u>
600		Property Reports and _____ Personal	<u>P.O. Box 1330</u>
		late filing penalties	<u>Chen Burtie, MD 21060-3592</u>
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 51

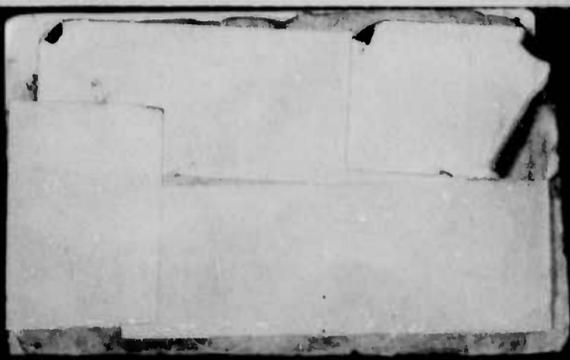
Check _____ Cash

NOTE: copy made

Documents on _____ checks

APPROVED BY: [Signature]

3429 0932



ARTICLES OF INCORPORATION
OF
DALES MANOR HOMEOWNERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1992 AT 8:19 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:

\$

D3455458

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, ATTORNEYS
7419 BALTIMORE-ANNAPOLIS BLVD.
P.O. BOX 1330
GLEN BURNIE MD 21060 3592

001C3062616

A 395215



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3429 0926

ARTICLES OF INCORPORATION
OF
ZEMO'S BODY AND FENDER, INC.

RECEIVED
'92 JUN 24 AM 10 06
STATE DEPT. OF
ASSESSMENTS & TAXATION

FIRST: I, Terrance Materniak, Esquire, whose post office address is 838 Ritchie Highway, Suite 3B, 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 hereinafter called the "Corporation") is Zemo's Body and Fender, Inc.

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

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

FOURTH: The post office address of principal office of the Corporation in this State is 1802 N. Ritchie Highway, Pasadena, Maryland 21122. The name and post office address of the Resident

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

1

APPROVED FOR RECORD

6/24/92 at 10:06 A.m.

21768427 3429 0904

1992 JUN 13 PM 1:16
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

Agent of the Corporation in this State is John M. Zemo, 1802 N. Ritchie Highway, Pasadena, Maryland 21122. 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 pursuant to the By-Laws of the Corporation, but shall never be less than one (1), provided that:

1. If there is no stock outstanding, the number of Directors may not be 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 successor(s) is duly chosen and qualified is: Terrance Materniak, Esq.

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. **BOOK 274 PAGE 191**

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 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 As-

sociations 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 proceedings, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority 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 22nd day of June, 1992, and I acknowledge the same to be my act.



TERRANCE MATERNIAK, Esquire



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

caj



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 194

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	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
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83		Cert. Limited Partnership	ATTENTION: _____
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21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Law Offices of</u>
87		_____ Limited Part. Good Standing	<u>Jerrance Hateruak</u>
71		Financial	<u>838 Ritchie Highway</u>
600		_____ Personal	<u>Suite 313</u>
		Property Reports and late filing penalties	<u>Severna Park, MD</u>
70		Change of P.O., R.A. or R.A.A.	<u>21146</u>
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

3429 0909

APPROVED BY: *[Signature]*



BOOK 374 PAGE 195

ARTICLES OF INCORPORATION
OF
ZEMO'S BODY AND FENDER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1992 AT 10:06 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3455409

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, LAW OFFICES
838 RITCHIE HIGHWAY, SUITE 3B
SEVERNA PARK MD 21146

001C3062611

A 395211



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO 3429 0903

EDNA LEE DANCE STUDIO, INC.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF INCORPORATION

BOOK 274 PAGE 196

ARTICLE ONE

APPROVED FOR RECORD
06-24-92 12:30

I, the undersigned, whose post office address is 830 Sunnyview Lane, Baltimore, Maryland 21225 and 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 authorizing the formation of a Corporation.

ARTICLE TWO

The name of the Corporation (which is hereinafter called the Corporation) is EDNA LEE DANCE STUDIO, INC.

ARTICLE THREE

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.

ARTICLE FOUR

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

a. To organize, maintain and operate the business of and engaging in every aspect of dance and exercise instruction, 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 part thereof, or to enhance the value of its property, business or rights.

b. To plan, originate, devise, print, publish, manufacture, sell, and deal in booklets, magazines, folders, leaflets, display

RECEIVED
'92 JUN 24 PM 12 30
STATE DEPT. OF
ASSESSMENTS & TAXATION

1993 JUN 13 PM 1:16
CLERK
STATE DEPARTMENT OF ASSESSMENTS & TAXATION

21778076

3425 1131

cards, signs and display advertising for the promotion its business; to carry on the business of printers, lithographers, stationers, engravers, designers, dealers in paper and all advertising devices, booksellers, publishes, buyers and sellers of newspaper, magazines and publications of all kinds and space therein; to carry on a general advertising brokerage business and an advertising agency in all its branches; to publish, display and secure the publication and display of advertisements and advertising matter of any and every nature; and to act as principals and agents in the securing of trade and customers for others.

c. To formulate, originate, acquire, hold, own, develop, use, maintain, sell, lease, hire, rent or in any manner dispose of systems, plan, forms, or methods in any way relating to the development and promotion of industrial and business pursuits of any and all kinds, and to carry on in any or all their branches the business of publicity agents, business and advertising counselors, accountants, appraisers and industrial engineers.

d. To purchase, lease or take in exchange, or otherwise acquire or dispose of any lands, buildings, mills, factories, stores, warehouses and any other real property in the State of Maryland or elsewhere, and any estate or interest in or any rights connected with, any such lands, buildings or real estate.

e. To manufacture, purchase, sell or otherwise acquire or dispose of in any manner whatsoever, raw materials, machinery, tools, and equipment of every kind, class or description and every and all kinds, classes and descriptions of goods, wares,

3429 1132

merchandise and chattels which may in any way be beneficial, necessary or desirable in carrying on the business of the corporation.

f. To apply for, acquire, hold, sell, mortgage, license, assign or otherwise dispose of letters patent, copyrights, trademarks of the United States or of any foreign country and any or all patent rights, licenses, privileges, inventions, improvements, processes, trademarks, and copyrights which may be deemed beneficial to the corporation.

g. To purchase or otherwise acquire, hold, sell, or otherwise dispose of, retire and re-issue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

h. To buy, sell, hold, mortgage, pledge or generally deal in and with shares, stocks, debentures, bonds, obligations, and securities issued, or granted by any company, corporation, individual, partnership and associations either at home or abroad; and while owner thereof, to exercise the rights and privileges of ownership, including the right to vote thereon, and to issue and exchange therefor its own stocks, bonds or other obligations; and to take part in the management, supervision and control of the business of any company, corporation, individual or association and to incur indebtedness jointly and/or upon contingent liability with other individuals, partnerships, corporations, associations, and/or syndicates; to acquire the property, control, assets and liabilities of any partnership, company, corporation, or individual and/or association, and to

3429 1133

pay for the same in cash, stocks, bonds, or other obligations of this corporation or otherwise; to advance and lend money and assets of all kinds upon such terms as may be arranged; and to acquire, buy, sell, and generally deal in notes, drafts, acceptances, accounts, contracts, securities, mortgages, leases, choses in action, and any other obligations and/or liens upon property of any kind.

i. To make loans, with or without security therefor in any amount, and with or without interest, and to retain or accept payment of any interest on such loans at the time the loan is made and in advance of the accrual of such interest; and also to take any security and collateral for such loans that may be deemed desirable.

j. To borrow money without limit for any of the purposes of the corporation, and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable, instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon by mortgage, pledge, conveyance or assignment in trust of the whole of any of the property of the corporation at that time owned or thereafter acquired.

k. To have one or more offices; and to generally carry on any or all of its operations and businesses in any of the states, districts, territories, or colonies of the United States, and in any or all foreign countries, subject to the laws of such state,

3429 1134

district, territory, colony or country.

l. To carry on any other business (either manufacturing or otherwise) which may seem to the corporation necessary or incidental to directly or indirectly effectuate the aforesaid objects or either of any of them, or to aid it in the transaction of the aforesaid businesses or any part thereof, or in the transaction of any other businesses that may tend directly or indirectly to enhance the value of its property and rights.

m. The foregoing enumeration of the purposes, objects, and businesses of this corporation is made in furtherance of and not in limitation of the powers conferred upon this corporation by law, and it is not intended by the mention of any particular purpose, object or business to in any manner restrict or limit the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of this corporation.

ARTICLE FIVE

The post office address of the principal office of the Corporation in this State is 830 Sunnyview Lane, Baltimore, Maryland 21225. The name and post office address of the resident agent of the Corporation in this State is NORRIS E. CROCKETT, 322 E. Patapsco Avenue, Baltimore, Maryland 21225. Said resident agent is an individual actually residing in this State.

ARTICLE SIX

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.

3429 1135

ARTICLE 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 EDNA LEE KUHN.

ARTICLE EIGHT

a. As used in this ARTICLE EIGHT, any word or words that are defined in 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 director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

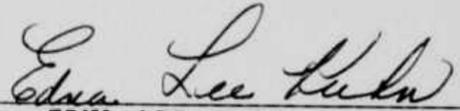
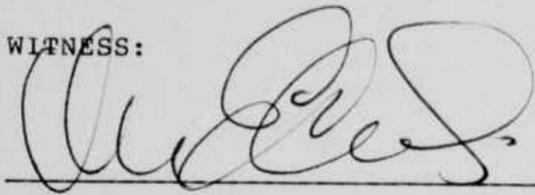
c. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding 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

3429 1136

(1) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (2) 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.

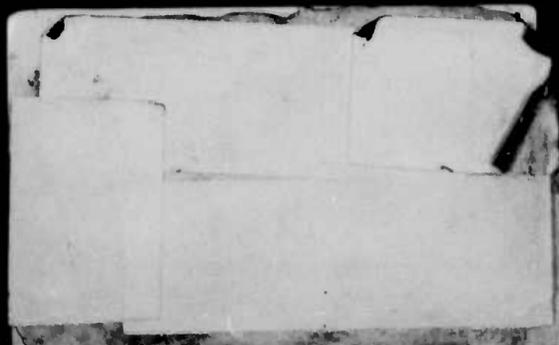
IN WITNESS WHEREOF, I have signed these Articles Of Incorporation, this 24th day of June, 1992, and I acknowledge the same to be my Act.

WITNESS:



EDNA LEE KUHN,
Incorporator

3429 1137



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

copy



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 203

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>30</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
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56	_____	Penalty	_____
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85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>6 Morris E. Crockett</u>
87	_____	Limited Part. Good Standing	<u>322 E. Patapsco Ave.</u>
71	_____	Financial	<u>Balto, Md. 21225</u>
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 83

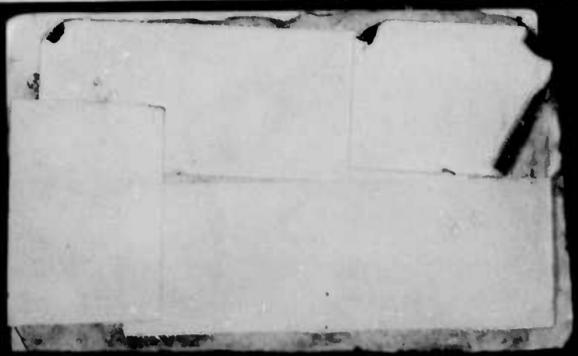
Check _____ Cash

NOTE: *copy made*

Documents on _____ checks

APPROVED BY: *JMT*

3429 1138



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 194

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	Name Change (New Name) _____
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71		Financial	<u>838 Ritchie Highway</u>
600		_____ Personal	<u>Suite 313</u>
		Property Reports and late filing penalties	<u>Severna Park, MD</u>
70		Change of P.O., R.A. or R.A.A.	<u>21146</u>
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

3429 0909

APPROVED BY: [Signature]

BOOK **B74** PAGE **195**

ARTICLES OF INCORPORATION
OF
ZEMO'S BODY AND FENDER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JUNE 24, 1992** AT **10:06** O'CLOCK **A.** M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$ _____

D3455409

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, LAW OFFICES
838 RITCHIE HIGHWAY, SUITE 3B
SEVERNA PARK MD 21146

001C3062611

A 395211



RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3429 0903

EDNA LEE DANCE STUDIO, INC.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF INCORPORATION

BOOK 274 PAGE 196

06-24-92

APPROVED FOR RECORD
12:30

ARTICLE ONE

I, the undersigned, whose post office address is 830 Sunnyview Lane, Baltimore, Maryland 21225 and 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 authorizing the formation of a Corporation.

ARTICLE TWO

The name of the Corporation (which is hereinafter called the Corporation) is EDNA LEE DANCE STUDIO, INC.

ARTICLE THREE

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.

ARTICLE FOUR

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

a. To organize, maintain and operate the business of and engaging in every aspect of dance and exercise instruction, 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 part thereof, or to enhance the value of its property, business or rights.

b. To plan, originate, devise, print, publish, manufacture, sell, and deal in booklets, magazines, folders, leaflets, display

3425 1131

21778076

RECEIVED
'92 JUN 24 PM 12 30
STATE DEPT. OF
ASSESSMENTS & TAXATION

1993 JUN 13 PM 1:16

STATE DEPT. OF
ASSESSMENTS & TAXATION



cards, signs and display advertising for the promotion its business; to carry on the business of printers, lithographers, stationers, engravers, designers, dealers in paper and all advertising devices, booksellers, publishes, buyers and sellers of newspaper, magazines and publications of all kinds and space therein; to carry on a general advertising brokerage business and an advertising agency in all its branches; to publish, display and secure the publication and display of advertisements and advertising matter of any and every nature; and to act as principals and agents in the securing of trade and customers for others.

c. To formulate, originate, acquire, hold, own, develop, use, maintain, sell, lease, hire, rent or in any manner dispose of systems, plan, forms, or methods in any way relating to the development and promotion of industrial and business pursuits of any and all kinds, and to carry on in any or all their branches the business of publicity agents, business and advertising counselors, accountants, appraisers and industrial engineers.

d. To purchase, lease or take in exchange, or otherwise acquire or dispose of any lands, buildings, mills, factories, stores, warehouses and any other real property in the State of Maryland or elsewhere, and any estate or interest in or any rights connected with, any such lands, buildings or real estate.

e. To manufacture, purchase, sell or otherwise acquire or dispose of in any manner whatsoever, raw materials, machinery, tools, and equipment of every kind, class or description and every and all kinds, classes and descriptions of goods, wares,

merchandise and chattels which may in any way be beneficial, necessary or desirable in carrying on the business of the corporation.

f. To apply for, acquire, hold, sell, mortgage, license, assign or otherwise dispose of letters patent, copyrights, trademarks of the United States or of any foreign country and any or all patent rights, licenses, privileges, inventions, improvements, processes, trademarks, and copyrights which may be deemed beneficial to the corporation.

g. To purchase or otherwise acquire, hold, sell, or otherwise dispose of, retire and re-issue, shares of its own stock of any class in any manner now or hereafter authorized or permitted by law.

h. To buy, sell, hold, mortgage, pledge or generally deal in and with shares, stocks, debentures, bonds, obligations, and securities issued, or granted by any company, corporation, individual, partnership and associations either at home or abroad; and while owner thereof, to exercise the rights and privileges of ownership, including the right to vote thereon, and to issue and exchange therefor its own stocks, bonds or other obligations; and to take part in the management, supervision and control of the business of any company, corporation, individual or association and to incur indebtedness jointly and/or upon contingent liability with other individuals, partnerships, corporations, associations, and/or syndicates; to acquire the property, control, assets and liabilities of any partnership, company, corporation, or individual and/or association, and to

3429 1133

district, territory, colony or country.

1. To carry on any other business (either manufacturing or otherwise) which may seem to the corporation necessary or incidental to directly or indirectly effectuate the aforesaid objects or either of any of them, or to aid it in the transaction of the aforesaid businesses or any part thereof, or in the transaction of any other businesses that may tend directly or indirectly to enhance the value of its property and rights.

m. The foregoing enumeration of the purposes, objects, and businesses of this corporation is made in furtherance of and not in limitation of the powers conferred upon this corporation by law, and it is not intended by the mention of any particular purpose, object or business to in any manner restrict or limit the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of this corporation.

ARTICLE FIVE

✓ The post office address of the principal office of the Corporation in this State is 830 Sunnyview Lane, Baltimore, Maryland 21225. The name and post office address of the resident agent of the Corporation in this State is NORRIS E. CROCKETT, 322 E. Patapsco Avenue, Baltimore, Maryland 21225. Said resident agent is an individual actually residing in this State.

ARTICLE SIX

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.

3429 1135

pay for the same in cash, stocks, bonds, or other obligations of this corporation or otherwise; to advance and lend money and assets of all kinds upon such terms as may be arranged; and to acquire, buy, sell, and generally deal in notes, drafts, acceptances, accounts, contracts, securities, mortgages, leases, choses in action, and any other obligations and/or liens upon property of any kind.

i. To make loans, with or without security therefor in any amount, and with or without interest, and to retain or accept payment of any interest on such loans at the time the loan is made and in advance of the accrual of such interest; and also to take any security and collateral for such loans that may be deemed desirable.

j. To borrow money without limit for any of the purposes of the corporation, and to draw, make, accept, endorse, discount, execute, issue, sell, pledge or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable, transferable or non-transferable, instruments and evidences of indebtedness, and to secure the payment thereof and the interest thereon by mortgage, pledge, conveyance or assignment in trust of the whole of any of the property of the corporation at that time owned or thereafter acquired.

k. To have one or more offices; and to generally carry on any or all of its operations and businesses in any of the states, districts, territories, or colonies of the United States, and in any or all foreign countries, subject to the laws of such state,

3429 1134

ARTICLE 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 EDNA LEE KUHN.

ARTICLE EIGHT

a. As used in this ARTICLE EIGHT, any word or words that are defined in 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 director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

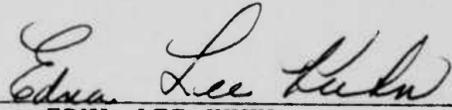
c. With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding 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

3429 1136

(1) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (2) 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.

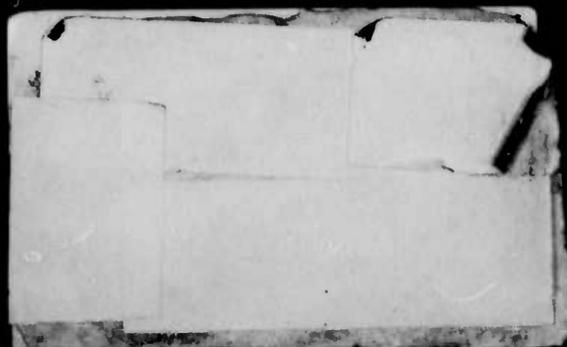
IN WITNESS WHEREOF, I have signed these Articles Of Incorporation, this 24th day of June, 1992, and I acknowledge the same to be my Act.

WITNESS:



EDNA LEE KUHN,
Incorporator

3429 1137



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 203

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>30</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	
51		Foreign Name Registration	_____ Resignation of Resident Agent
13	<u>13</u>	<u>1</u> Certified Copy <u>7</u>	_____ Designation of Resident Agent and Resident Agent's Address
56		Penalty	_____ Other Change _____
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Norris E. Crockett</u>
71		Financial	<u>322 E. Patapsco Ave.</u>
600		Property Reports and _____ Personal	<u>Balto, Md. 21225</u>
		late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 83

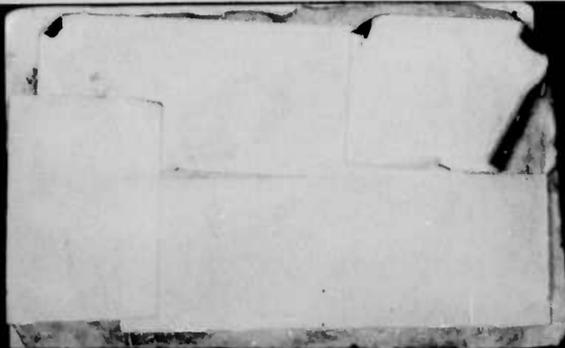
Check _____ Cash

NOTE: copy made

Documents on _____ checks

APPROVED BY: JMT

3429 1138



ARTICLES OF INCORPORATION
OF
EDNA LEE DANCE STUDIO, INC.

BOOK 274 PAGE 204

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1992 AT 12:30 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3455888

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:
NORRIS E. CROCKETT
322 EAST PATAPSCO AVENUE
BALTIMORE MD 21225

001C3062659

A 395250



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

3429 1130

RECEIVED
'92 JUN 24 PM 2 05
STATE DEPT. OF
ASSESSMENTS & TAXATION

BOOK 274 PAGE 205 6/24/92 2:05

APPROVED FOR RECORD

ARTICLES OF INCORPORATION
OF
PREMIER FIDELITY SERVICES, INC.
A CLOSE CORPORATION

THIS IS TO CERTIFY:

That the undersigned, Stanley H. Miller, whose post office address is 218 E. Lexington Street, Baltimore, Maryland 21202, being of full legal age and a citizen of the State of Maryland and of the United States, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

FIRST: That the name of the Corporation (which is hereinafter called the "Corporation") is Premier Fidelity Services, Inc.

SECOND: 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 arrange financing for small marine, aviation and recreation vehicle dealerships and to enter, as a contract negotiator, for the sale of major exchange commodities.

2. 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 Laws now or hereinafter in force; and enumeration of certain powers as herein specified not being intended to exclude any such

GOLDSTEIN & MILLER
ATTORNEYS AT LAW
218 E. LEXINGTON ST.
BALTO., Md. 21202-3588
TELEPHONE 752-6203

RECEIVED FOR RECORD
CIRCUIT COURT BALTO. COUNTY

J.F.
CLERK

1993 JAN 13 PM 1:16

3429 1175

21778095

other powers, rights, privileges granted to or conferred upon corporations of this character by said General Laws now or hereinafter in force, and that said Corporation is formed under 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.

THIRD: The post office address of the place, at which the principal office of the Corporation in this State will be located at is 49 Fox Run Way, Arnold, Maryland 21012. The Resident Agent of the Corporation is Stanley H. Miller, 218 E. Lexington Street, Baltimore, Maryland 21202. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

(11/21) FOURTH: After the completion of the organization meeting of the director and the issuance of stocks, the Corporation shall have ^{NO} Board of Directors. Until such time as the Corporation shall have one Director whose name is Irvin Wayne Gertz.

(11/21) FIFTH: The total amount of authorized capital stock of the Corporation is Two Hundred Twenty Thousand Dollars (\$220,000.00), divided into one hundred ten thousand (110,000) shares of the par value of one (\$1.00) each voting stock and one hundred ten thousand (110,000) shares of the par value ^{1.00} each of non voting stock.

SIXTH: 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 facts that any of the Directors of this Corporation are pecuniarily or otherwise

GOLDSTEIN & MILLER
ATTORNEYS AT LAW
218 E. LEXINGTON ST.
BALTO., MD. 21202-3588
TELEPHONE 752-6203

3429 1176

interested in, or are directors or officers of, such other corporation; any directors, individually or any firm, of which any directors may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract of transaction of this Corporation, provided that the fact that he or such firm is to 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 also 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 other corporation or not so interested.

SEVENTH: Notwithstanding any provisions of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective any valid if taken or authorized by the affirmative vote of majority of the total number of votes entitled to be cast thereon except where prohibited by title 4.

I have signed these Articles of Incorporation, acknowledged the same to be my act, on this 23rd day of June, 1992.


STANLEY H. MILLER

GOLDSTEIN & MILLER
ATTORNEYS AT LAW
218 E. LEXINGTON ST.
BALTO., MD. 21202-3588
TELEPHONE 752-6203

3429 1177

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 208

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>44</u>	Organ. & Capitalization	_____
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent
50	_____	Cert. of Qual. or Reg.	_____ Address
51	_____	Foreign Name Registration	_____ Resignation of Resident Agent
13	_____	_____ Certified Copy _____	_____ Designation of Resident Agent
56	_____	Penalty	_____ and Resident Agent's Address
54	_____	For. Supplemental Cert.	_____ Other Change _____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	_____	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>Stanley Miller</u>
87	_____	_____ Limited Part. Good Standing	<u>218 E. Lexington St.</u>
71	_____	Financial	<u>Balto Md 21202</u>
600	_____	_____ Personal	_____
	_____	Property Reports and _____	_____
	_____	late filing penalties	_____
70	_____	Change of P.O., R.A. or R.A.A.	_____
91	_____	Amend/Cancellation, For. Limited Part.	_____
	_____	Other _____	_____
	_____	Other _____	_____

TOTAL FEES 94

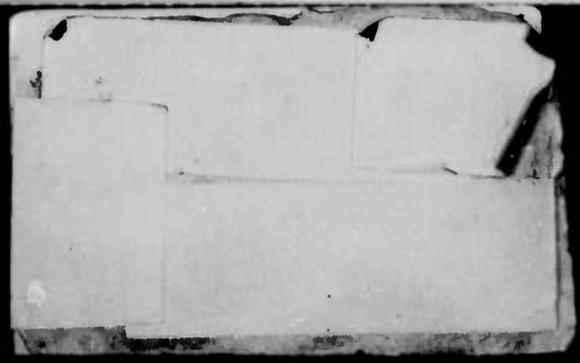
Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCM

3429 1178



ARTICLES OF INCORPORATION
OF
PREMIER FIDELITY SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1992 AT 2:05 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 44.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3455979

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 H. MILLER
218 EAST LEXINGTON STREET
BALTIMORE MD 21202

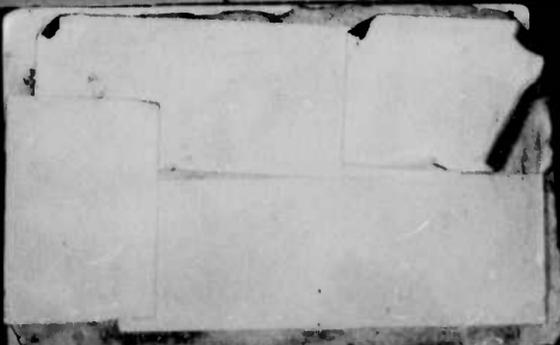
001C3062668

A 395256



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

3429 1174



CERTIFICATE OF INCORPORATION

of
B & M TRUCKING, INC.
A CLOSE CORPORATION

APPROVED FOR PAYMENT

6-24-92 at 3:43p .m

8,

FIRST. The name of this corporation is B & M TRUCKING, INC.

SECOND. Its' registered office in the State of Maryland is to be located at 573 Jumpers Hole Road; Severna Park, MD 21146. County of Anne Arundel. The registered agent in charge thereof is Barbara Marie Hufham, 573 Jumpers Hole Rd.; Severna Park, MD 21146.

THIRD. The nature of the business and , the objects and purposes proposed to be transacted, promoted, and carried on, are to do any or all 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, viz:

" The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Maryland."

FOURTH. The amount of the total authorized capital stock of this corporation is 100,000 shares of the Par Value of \$1, having an aggregate Par Value of \$ 100,000.

FIFTH. The name and mailing address of the incorporator is as follows: Barbara Marie Hufham, 573 Jumpers Hole Road; Severna Park, MD 21146.

SIXTH. The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name and mailing address of persons who are to serve as director until the first annual meeting of stockholders or until their successors are elected and qualify are as follows: Name and address of director(s):

Barbara Marie Hufham
573 Jumpers Hole Road
Severna Park, MD 21146

21778113

SEVENTH. The number of the directors shall be one. The director shall have power to make and to alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to be executed, mortgages and liens without limit as to the amount, upon the property and franchise of the Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capitol stock issued and outstanding, the director shall have the authority to dispose, in any manner, of the whole property of this corporation.

1993 JAN 13 PM 1:16

3 JUN 24 1992



The By-Laws shall determine whether and to what extent the accounts and books of this corporation, 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 the law or By-Laws, or by resolution of the stockholders.

The stockholders and director shall have power to hold their meetings and keep the books, documents and papers of the Corporation outside of the State of Maryland, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or director, except as otherwise required by the laws of Maryland.

EIGHTH. All of the corporations issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons. Each stockholder shall offer to the corporation or to other stockholders of the corporation a thirty (30) "First refusal" option should he elect to sell his stock. The corporation shall make no offering of its stock 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. All of the issued stock is subject to the restrictions on transfer permitted by Section 202 of the General Corporation Law.

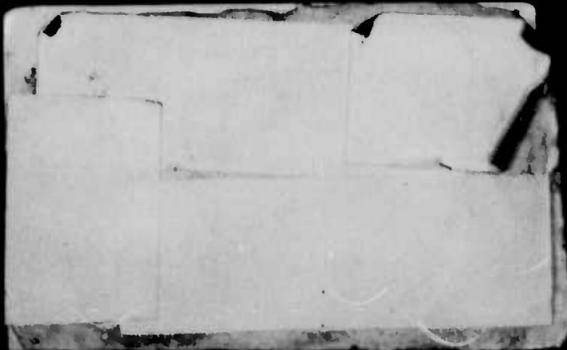
It is the intention that the objects, purposes and powers specified in the Third paragraph hereof shall, except where otherwise specified in said paragraph, be nowise limited or restricted by reference to or inference from the terms of any other clause or paragraph in this certificate of incorporation, but that the objects, purposes and powers specified in the Third paragraph and in each of the clauses or paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, being at least 18 years of age, for the purpose of forming a Corporation under the general laws of the State of Maryland, do make, file and record this Certificate and do certify that the facts herein are true; and I have accordingly hereunto set my hand.

In witness Whereof, I have signed these articles and acknowledge same to be my act.

Barbara Marie Hufham
(Barbara Marie Hufham)

June 17, 1992
(Date)



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 212

DOCUMENT CODE 02 Jms BUSINESS CODE 03 COUNTY 52

_____ P.A. _____ Religious Close Stock Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	Name Change (New Name)
10		Expedited Fee	
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	<input type="checkbox"/> Change of Name
65		Rec. Fee (Dissolution)	<input type="checkbox"/> Change of Principal Office
66		Rec. Fee (Revival)	<input type="checkbox"/> Change of Resident Agent
52		Foreign Qualification	<input type="checkbox"/> Change of Resident Agent Address
50		Cert. of Qual. or Reg.	<input type="checkbox"/> Resignation of Resident Agent
51		Foreign Name Registration	<input type="checkbox"/> Designation of Resident Agent and Resident Agent's Address
13		Certified Copy	<input type="checkbox"/> Other Change
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		Limited Part. Good Standing	<u>Barbara M. Hufham</u>
71		Financial	<u>573 Jumpers Hole Road</u>
600		Property Reports and late filing penalties	<u>Severna Park, Md.</u>
70		Change of P.O., R.A. or R.A.A.	<u>21146</u>
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 40

Check Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3429 1232

ARTICLES OF INCORPORATION
OF
B & M TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1992 AT 3:43 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3456076

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:
BARBARA MARIE HUFHAM
573 JUMPERS HOLE ROAD
SEVERNA PARK MD 21146

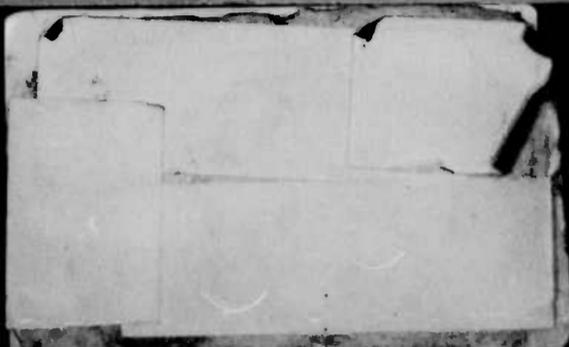
001C3062678

A 395262



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

3429 1229



STATE DEPARTMENT OF ASSESSMENTS
6/24/92 9:42

ARTICLES OF AMENDMENT
OF
MDB TRUCKING, INC.
(a Maryland Close Corporation)

MDB TRUCKING, INC., a Maryland Close Corporation, having its principal office at 1733 Friar Court, Crofton, Maryland 21114, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (the "Department"), the :

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 is:

M.D.B. SERVICES, INC.

SECOND: The Charter of the Corporation is hereby amended by changing the Post Office address of the principal office of the Corporation in Article FOURTH from 1733 Friar Court, Crofton, Maryland 21114 to 1153 Rt. 3 North, Suite 29, Gambrills, Maryland 21054.

THIRD: By written informal action, unanimously taken by the Stockholders of the Corporation, (the Corporation having elected not to have a Board of Directors pursuant to Section 4-302 of the Corporations and Associations Article of the Annotated Code of Maryland), pursuant to and 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, MDB TRUCKING, INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal affixed and attested by its Secretary on this 30th day of September, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of MDB TRUCKING, 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 her knowledge, information and belief.

RECEIVED
JUN 29 1991
1993 JUN 13 PM 1:16
ASSISTANT SECRETARY

21768470

ATTEST:

MDB TRUCKING, INC.

Dennis Boarman
DENNIS BOARMAN, ASST. SEC.

BY: Melody D Boarman (SEAL)
MELODY D. BOARMAN, PRESIDENT

██████████ 555



MDB TRUCKING, INC.

INFORMAL ACTION OF THE STOCKHOLDERS

The undersigned, constituting all of the Stockholders of MDB TRUCKING, INC., a Maryland Close 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 set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the amendment to the Articles of Incorporation of the Corporation as set forth in the form of the Articles of Amendment of the Corporation, attached hereto and incorporated by reference herein, be and the same is hereby approved; and

RESOLVED FURTHER: That Dennis Boarman is hereby appointed as Assistant Secretary of the Corporation for the sole purpose of executing the Articles of Amendment of the Corporation, dated even date herewith, and for no other purpose; provided that immediately after such execution of said Articles of Amendment by Dennis Boarman as Assistant Secretary of the Corporation, he shall be immediately removed as an officer of the Corporation and the office of Assistant Secretary shall be terminated; and

RESOLVED FURTHER: That the President of the Corporation is hereby authorized and directed to file with the State Department of Assessments and Taxation of Maryland Articles of Amendment in the form attached hereto and incorporated by reference herein, and the proper officers of the Corporation be and they are hereby authorized to take any and all actions to execute, acknowledge, seal and file any and all instruments and documents deemed necessary or proper in connection therewith.

This Informal Action of Stockholders may be executed in counterparts.

WITNESS the execution hereof this 30th day of September, 1991.

STOCKHOLDERS:

Melody D. Boarman
Melody D. Boarman,
Sole Stockholder

3429 1556

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 216

DOCUMENT CODE 09A

BUSINESS CODE _____

COUNTY 52

D2114957 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	<u>20</u>	Rec. Fee (Amendment)
63	_____	Rec. Fee (Merger or Consolidation)
64	_____	Rec. Fee (Transfer)
65	_____	Rec. Fee (Dissolution)
66	_____	Rec. Fee (Revival)
52	_____	Foreign Qualification
50	_____	Cert. of Qual. or Reg.
51	_____	Foreign Name Registration
13	_____	Certified Copy _____
56	_____	Penalty
54	_____	For. Supplemental Cert.
53	_____	Foreign Resolution
73	_____	Certificate of Conveyance

Name Change (New Name) M.D.B. 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 _____

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 <u>D.M.F. 6/29/92</u>
23	_____	Local Transfer Tax <u># 164366</u>
31	<u>6</u>	Corp. Good Standing
NA	_____	Foreign Corp. Registration
87	_____	Limited Part. Good Standing
71	_____	Financial _____ Personal _____
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 _____

Code _____

ATTENTION: Melody D. Boorman

MAIL TO ADDRESS: M.D.B. Trucking, Inc., P.O. Box 3026 Crofton, Md. 21114

TOTAL FEES 26

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: pan

3429 1557

ARTICLES OF AMENDMENT
OF
MDB TRUCKING, INC.
CHANGING ITS NAME TO:
M.D.B. SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND **JUNE 24, 1992** AT **9:42** 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:

\$ _____

D2114957

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:
M.D.B., TRUCKING, INC.
ATTN: MELODY D. BOARMAN
P.O. BOX 3026
CROFTON

MD 21114

001C3062738

A 395311



RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3429 1554

BOOK 274 PAGE 218

APPROVED FOR PAYMENT

HAIRLINE, INC. 6-24-92 at 8:26a.m.

RECEIVED
'92 JUN 24 AM 8 26
STATE DEPT. OF
ASSESSMENTS & TAXATION

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, MAYBELLE DORR JONES and JAMES A. HASH, whose post office address is 4104 Cadle Creek Road, Edgewater, Maryland 21037, being at least (18) years of age, hereby form a corporation under and by virtue of the General Laws for the State of Maryland.

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

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

FOURTH: The purposes for which the Corporation is formed are

(1) To own and operate a unisex beauty salon.

(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 principle office of the Corporation in this State is 153 Mayo Road, Edgewater, Maryland 21037. The name and post office address of the Resident Agent of the Corporation in this State are Maybelle Dorr Jones, 153 Mayo Road, Edgewater, Maryland, 21037. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the

21768453
~~21768453~~
3430 0349

1993 JUN 13 PM 1:16

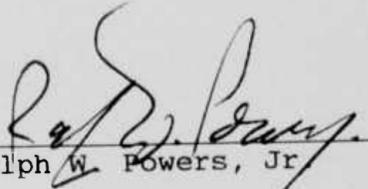
STATE DEPT. OF ASSESSMENTS & TAXATION



Corporation has authority to issue is one hundred (100) share 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 Maybelle Dorr Jones.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of June, 1992, and I acknowledge the same to be my act.


Ralph W. Powers, Jr.

hairline.art

3430 0442

3430 0350

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 220

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	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13		_____ Certified Copy _____	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	
84		Amendment to Limited Partnership	ATTENTION: _____
85		Termination of Limited Partnership	<u>Ralph W. Powers, Jr.</u>
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: <u>Law Offices Lombardi, Powers & Amater, 14746 Main Street, Post Office Box 1598 Upper Marlboro, Md. 20773</u>
87		_____ Limited Part. Good Standing	
71		Financial	
600		_____ Personal	
		Property Reports and late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other _____	
		Other _____	

TOTAL FEES 40

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

3430 0351

ARTICLES OF INCORPORATION
OF
HAIRLINE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1992 AT 8:26 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:

\$

D3456670

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:
RALPH W. POWERS, JR.
LOMBARDI, POWERS & AMSTER
14746 MAIN ST., P.O. BOX 1598
UPPER MARLBORO MD 20773

002C3062764

A 395335



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

3430 1348

BOOK 274 PAGE 222

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF REVIVAL APPROVED FOR RECORD

FOR 4/25/92 at 9:00 a.m.

LAWNWORKS, INC.

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

FIRST: The name of the corporation at the time the charter was forfeited was

LAWNWORKS, INC.

SECOND: The name which the corporation will use after revival is

LAWNWORKS, INC.

THIRD: The address of the principal office in this state is

628 BROADNECK ROAD
ANNAPOLIS, MARYLAND 21401

FOURTH: The name and address of the resident agent is

FRONA M. JOHNSON
628 BROADNECK ROAD
ANNAPOLIS, MARYLAND 21401

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

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

RECEIVED FOR RECORD
CIRCUIT COURT, A.A. COUNTY



(1)

1993 JAN 13 PM 1:16

21788170 2429 1641



(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.)

A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

COUNTY OF QUEEN ANNE'S
STATE OF MARYLAND

James M. Johnson, President
Last Acting President/Vice President

Last Acting Secretary/Treasurer

Robert B. Sunday
NOTARY

MY COMMISSION EXPIRES 6/7/94
(Use if A cannot be signed/acknowledged)

B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last Acting Director

Last Acting Director

Last Acting Director

(Use if A and B cannot be signed/acknowledged)

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

Director

Director

Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Frona Johnson, President of LAWNWORKS, INC.
(insert name and title) (insert name of corporation)

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

Frona Johnson
FRONA JOHNSON

(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on 6/11/92 before me, the
(insert date)

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

Anne Arundel County personally appeared
(insert name or county for which notary is appointed)

Frona Johnson and made oath under the penalties of
(insert name of person swearing)

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

As witness my hand and notarial seal

Jesse L. Datta
(Signature of notary public)

My Commission expires March 1, 1998

BOOK 274 PAGE 225

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 JUNE 9, 1992

ACCT# 9-106-D2280683

TO WHOM IT MAY CONCERN

This is to certify that all Corporation/Personal Property taxes in the name of
LAWNWORKS, INC.
are paid thru 1990/1991. 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

Patricia Fox for
AUGUST H. KRUELLE, Revenue Admin.

3429 1644

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Frona Johnson, President of LAWNWORKS, INC.
(insert name and title) (insert name of corporation)

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

Frona Johnson
FRONA JOHNSON

(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on 6/11/92 before me, the
(insert date)

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

Anne Arundel County personally appeared
(insert name or county for which notary is appointed)

Frona Johnson and made oath under the penalties of
(insert name of person swearing)

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

As witness my hand and notarial seal

Jesse L. Datta
(Signature of notary public)

My Commission expires March 1, 1974



STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 227

DOCUMENT CODE 18 Apr BUSINESS CODE _____ COUNTY 52
D2280683 P.A. _____ Religious _____ Close _____ Stock _____ Nonstock

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	_____	Organ. & Capitalization	_____
61	_____	Rec. Fee (Arts. of Inc.)	_____
62	_____	Rec. Fee (Amendment)	_____
63	_____	Rec. Fee (Merger or Consolidation)	_____
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	<input checked="" type="checkbox"/> Change of Principal Office
66	<u>20</u>	Rec. Fee (Revival)	<input checked="" type="checkbox"/> Change of Resident Agent
52	_____	Foreign Qualification	<input checked="" type="checkbox"/> Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	_____
54	_____	For. Supplemental Cert.	_____
53	_____	Foreign Resolution	_____
73	_____	Certificate of Conveyance	_____
76	_____	Certificate of Merger/Transfer	_____
75	<u>30</u>	Special Fee	Code _____
80	_____	For. Limited Partnership	_____
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	_____
85	_____	Termination of Limited Partnership	_____
21	_____	Recordation Tax	_____
22	_____	State Transfer Tax	_____
23	_____	Local Transfer Tax	_____
31	_____	_____ Corp. Good Standing	MAIL TO ADDRESS: _____
NA	_____	Foreign Corp. Registration	<u>Lawnworks, Inc.</u>
87	_____	_____ Limited Part. Good Standing	<u>628 Broadneck Road</u>
71	_____	Financial	<u>Annapolis, MD 21401</u>
600	<u>160</u>	<u>1988, 1989, 1990 and 1992</u> 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 240

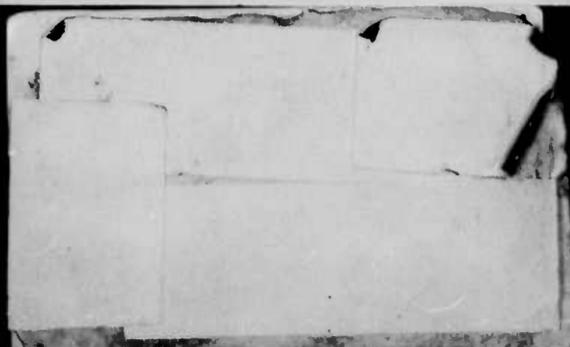
Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: [Signature]

3429 1646



THE ARTICLES OF REVIVAL
OF
LAWNWORKS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 25, 1992 AT 9:00 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:

\$ 30.00

D2280683

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:
LAWNWORKS, INC.
628 BROADNECK RD.
ANNAPOLIS

MD 21401

001C3062758

A 395323



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

3429 1640

APPROVED FOR RECORD

6/25/92 at 12:48 p.m.

ARTICLES OF INCORPORATION
OF
JILLIAN'S GIFT BASKETS, INC.

RECEIVED
STATE DEPT. OF
ASSESSMENTS & TAXATION
JUN 25 PM 12 1992

FIRST: The undersigned, Anthony W. Parker, whose post office address is 2000 L Street, N. W., Washington, D. C. 20036, being over eighteen years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby forms a corporation.

SECOND The name of the corporation (which is hereafter called the "Corporation"), is **JILLIAN'S GIFT BASKETS, INC.**

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

(a) to engage in the business of creating, manufacturing and selling gift baskets.

(b) to engage in any or all lawful business for which corporations may be organized under the Maryland General Corporation Law.

FOURTH: The post office address of the principal office of the Corporation in this State is 72 Spa Drive, Annapolis, Maryland 21401. The name and post office address of the Resident Agent of the corporation in this State is Ms. Jill Patton, 14323 Dover Court, Laurel, Maryland 20707. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is one million (1,000,000) shares in one class, all voting, with a par value of \$.001, and having an aggregate par value of \$1,000.

SIXTH: The number of directors of the Corporation shall be 3, which number may be changed 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 until the first annual meeting or until their successors are duly chosen and qualified, are:

Ms. Jill Patton
14323 Dover Court
Laurel, Maryland 20707

Anthony W. Parker
Suite 200
2000 L Street, N. W.

21788180 3429 1503

1993 JUN 13 PM 1:16



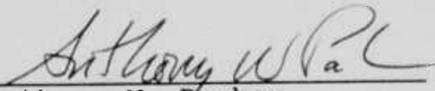
Washington, D. C. 20036

Ms. Yvette Coleman
Suite 200
2000 L Street, N. W.
Washington, D. C. 20036

SEVENTH: 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 nor contrary to the laws to the State of Maryland or of the United States.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of June 1992, and I acknowledge the same to be my act.


Anthony W. Parker

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

BOOK 274 PAGE 231

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62		Rec. Fee (Amendment)	
63		Rec. Fee (Merger or Consolidation)	
64		Rec. Fee (Transfer)	_____ Change of Name
65		Rec. Fee (Dissolution)	_____ Change of Principal Office
66		Rec. Fee (Revival)	_____ Change of Resident Agent
52		Foreign Qualification	_____ Change of Resident Agent Address
50		Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51		Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	<u>8</u>	<u>1</u> Certified Copy <u>2</u> <i>include course</i>	_____ Other Change _____
56		Penalty	
54		For. Supplemental Cert.	
53		Foreign Resolution	
73		Certificate of Conveyance	
76		Certificate of Merger/Transfer	
75		Special Fee	Code _____
80		For. Limited Partnership	
83		Cert. Limited Partnership	ATTENTION: _____
84		Amendment to Limited Partnership	
85		Termination of Limited Partnership	
21		Recordation Tax	
22		State Transfer Tax	
23		Local Transfer Tax	
31		_____ Corp. Good Standing	
NA		Foreign Corp. Registration	MAIL TO ADDRESS: _____
87		_____ Limited Part. Good Standing	<u>Anthony W. Parker, Esq.</u>
71		Financial	<u>2000 L. Street, N.W., Suite 200</u>
600		Property Reports and <u>1992</u> Personal	<u>Washington, D.C. 20036</u>
		late filing penalties	
70		Change of P.O., R.A. or R.A.A.	
91		Amend/Cancellation, For. Limited Part.	
		Other	
		Other	

TOTAL FEES 78

Check _____ Cash

NOTE: copy made

Documents on _____ checks

APPROVED BY: [Signature]

3429 1505

BOOK 274

BOOK 274 PAGE 233

ARTICLES OF INCORPORATION
OF
JILLIAN'S GIFT BASKETS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 25, 1992 AT 12:48 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

\$ 20.00

RECORDING
FEE PAID:

\$ 20.00

SPECIAL
FEE PAID:

\$

D3456563

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 W. PARKER, ESQ.
2000 L STREET, N.W., STE. 200
WASHINGTON DC 20036

001C3062727

A 395303



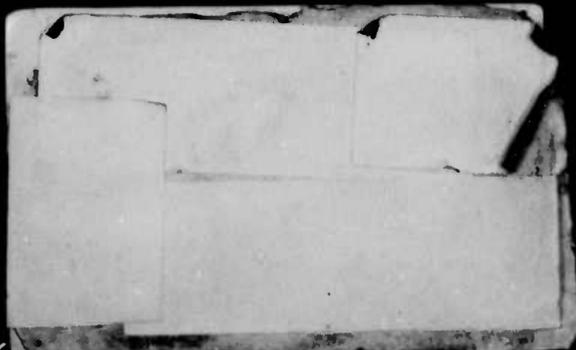
RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3429 1502

BOOK 274

NO. NOT USED

232-

Jan. 1993



RECEIVED
STATE DEPT. OF
ASSESSMENTS & TAXATION
JUN 25 AM 11 53

ARTICLES OF INCORPORATION
OF

Lenco, Inc.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6-25-92 at 11:53 a.m.

THIS IS TO CERTIFY;

FIRST; That I, the subscriber, Louis Buchsbaum, whose post office address is 11125 Ivy Bush Lane, Columbia, Maryland 21044, being of full legal age do, under and by virtue of the general laws of the State of Maryland authorizing the formation of a corporation, intend to form a corporation.

SECOND; The name of the corporation is Lenco, Inc.

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

To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government or colony or dependency thereof, and, without limit to the amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure by mortgage or otherwise;

To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer or in any manner dispose of, and to deal and trade in services, goods, wares, merchandise and property of any and every class and description, and in any part of the world;

To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, association or corporation; to pay for the same in cash the stock of this corporation, bonds or otherwise, and to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business;

To apply for, to purchase or in any manner to acquire and to hold, own, use and operate, and to sell or in any manner dispose of, and to grant license or other rights in respect of, and in any manner deal with any and all rights, inventions, improvements and processes used in connection with, or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects, or any of them;

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of this state or any state, country, nation or government and, while owner of said stock, may exercise all the rights, powers and privileges of ownership,

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including the right to vote thereon, to the same extent as natural persons might or could do;

To purchase or otherwise acquire and to hold, mortgage, pledge, sell, exchange or otherwise dispose of securities (which term includes without limitation of the generality thereof any shares of stock, bonds, debentures, notes, mortgages or other obligations, and any certificates, receipts or other instruments representing rights to receive, purchase, or subscribe for the same, or representing any other rights or interests therein or in any property or assets), created or issued by any persons, firms, associations, corporations or governments or subdivisions thereof; to make payment therefor in any lawful manner, and to exercise as owner or holder of any securities any and all rights, powers and privileges in respect thereof.

To invest and deal with the funds of this corporation in any manner, and to acquire by purchase or otherwise the stocks, bonds, notes, debentures, and other securities and obligations of any government, state, municipality, corporation, association or partnership, domestic or foreign and, while owner of any such securities or obligations, to exercise all the rights, powers and privileges of ownership, including among other things the right to vote thereon for any and all purposes;

To conduct business in any of the states, territories, colonies or dependencies of the United States, in the District of Columbia, and in any and all foreign countries, to have one or more offices therein, and therein to hold, purchase, mortgage and convey real and personal property without limit as to the amount;

To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors, trustees or otherwise, and either alone or in company with others; and

To purchase, hold and reissue any of the shares of its capital stock.

It is intended that each of the objects, purposes and powers and that, together with all the powers conferred by the laws of the State of Maryland, this corporation shall also have the power to carry on any other business which may be usual, useful, necessary or convenient in connection with, or incidental to, any of the business, objects and powers of the corporation as expressed above.

FOURTH; The post office address of the place at which the principal office of the corporation will initially be located is 595 Treslow Glen Drive, Severna Park, Maryland 21146.

The resident Agent of the corporation is Louis Buchsbaum; said Resident Agent is a citizen of the State of Maryland and resides at 11125 Ivy Bush Lane, Columbia, Maryland 21044.

FIFTH; The aggregate number of shares which the corporation is authorized to issue is five thousand (5,000), divided into one (1) class. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

<u>Number of Shares</u>	<u>Class</u>	<u>Series (If Any)</u>	<u>Par Value Per Share or Statement That Shares Are Without Par Value</u>
5000	Common		\$1.00

SIXTH; The number of Directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to serve as the initial Directors are:

<u>Name</u>	<u>Address</u>
Leonard M. Garcia	595 Treslow Glen Drive Severna Park, Maryland 21146
Louis Buchsbaum	11125 Ivy Bush Lane Columbia, Maryland 21044
G. Stephen Schulmeyer	230 Hunters Ridge Road Timonium, Maryland 21093

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 of the corporation:

The Board of Directors of the corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the corporation.

No contract or any other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by persons pecuniarily or otherwise interested in, or who are officers or directors of such other corporation; any directors, individuals, 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 also interested, may be counted in determining the existence of a quorum at any meeting of the Board of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or not so interested.

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

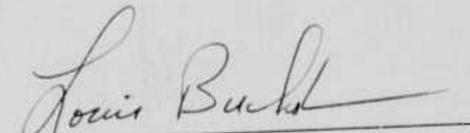
The corporation reserves the right to make, from time to time, any amendment to its charter which may now or hereafter be authorized by law, but no such amendment shall be valid unless authorized by the holders of a majority of each class of stock at the time outstanding, by vote at a meeting, or in writing without a meeting.

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 shares of stock of the corporation or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the affirmative vote of the holders of a majority of each class of shares outstanding and entitled to vote thereon except as otherwise provided in these Articles of Incorporation.

EIGHTH; The duration of this Corporation shall be perpetual, until dissolved in accordance with the applicable provisions of the Annotated Code of Maryland.

IN WITNESS WHEREOF, The undersigned has signed these Articles of Incorporation and acknowledges the same to be his act on this 19th day of June, 1992.



Louis Buchsbaum
Incorporator

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator



Department of Assessments and Taxation
CHARTER DIVISION

Room 809
301 West Preston Street
Baltimore, Maryland 21201

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DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 52

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

Merging (Transferor) _____ Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED	
10	<u>30</u>	Expedited Fee	Name Change (New Name) _____
20	<u>20</u>	Organ. & Capitalization	
61	<u>20</u>	Rec. Fee (Arts. of Inc.)	
62	_____	Rec. Fee (Amendment)	
63	_____	Rec. Fee (Merger or Consolidation)	
64	_____	Rec. Fee (Transfer)	_____ Change of Name
65	_____	Rec. Fee (Dissolution)	_____ Change of Principal Office
66	_____	Rec. Fee (Revival)	_____ Change of Resident Agent
52	_____	Foreign Qualification	_____ Change of Resident Agent Address
50	_____	Cert. of Qual. or Reg.	_____ Resignation of Resident Agent
51	_____	Foreign Name Registration	_____ Designation of Resident Agent and Resident Agent's Address
13	_____	_____ Certified Copy _____	_____ Other Change _____
56	_____	Penalty	
54	_____	For. Supplemental Cert.	
53	_____	Foreign Resolution	
73	_____	Certificate of Conveyance	
76	_____	Certificate of Merger/Transfer	Code _____
75	_____	Special Fee	
80	_____	For. Limited Partnership	
83	_____	Cert. Limited Partnership	ATTENTION: _____
84	_____	Amendment to Limited Partnership	
85	_____	Termination of Limited Partnership	
21	_____	Recordation Tax	
22	_____	State Transfer Tax	
23	_____	Local Transfer Tax	
31	_____	_____ Corp. Good Standing	
NA	_____	Foreign Corp. Registration	MAIL TO ADDRESS: _____
87	_____	_____ Limited Part. Good Standing	<u>Louis Buchsbaum</u>
71	_____	Financial	<u>11125 Ivy Bush Lane</u>
600	_____	_____ Personal	<u>Columbia, MD</u>
		Property Reports and late filing penalties	<u>21044</u>
70	_____	Change of P.O., R.A. or R.A.A.	
91	_____	Amend/Cancellation, For. Limited Part.	
	_____	Other _____	
	_____	Other _____	

TOTAL FEES 70

Check _____ Cash

NOTE:

Documents on _____ checks

APPROVED BY: [Signature]

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