

ARTICLES OF INCORPORATION

OF

THE AMADEUNS, INC.

W 83 82 A 17470 444 45.00

Received For Record January 22, 1982 at 2:27 o'clock pm liber 31

THIS IS TO CERTIFY:

That I, Richard Werder, whose post office address is Candlemas Farm, Williamsport, Maryland, 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.

Article I - Name

The name of the corporation (which is hereinafter called the "Corporation") is The Amadeuns, Inc.

Article II - Purposes

The purposes for which the Corporation is formed are:

(1) To serve, support, and encourage the development of the artistic and cultural offerings of the Maryland Theatre, a private non-profit corporation, in Washington County, Maryland, and to bring together for this purpose members of the community who are interested in the fine arts, to develop an endowment fund for the financial support of the fine arts offering of the Maryland Theatre, including but not limited to, the Maryland Theatre's orchestra, operas, operettas, legitimate theatre and ballet productions.

(2) Operating without profit, and so that no part of its net earnings or assets shall ever be distributed as a dividend or inure to the benefit of any private shareholder or individual, to establish an endowment fund for the promotion of the fine arts in Washington County and to provide for contribution annually to the Maryland Theatre for support of its performances of the fine arts; to sponsor such business, fund raising and social projects and events necessary for the development of the endowment fund.

(3) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the

accomplishment of any one or more of the purposes of the Corporation.

(4) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation. To solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute grant or otherwise, either in trust or otherwise; to own, hold, operate and administer real and personal property, and generally to do all things necessary and proper to accomplish the purposes hereinabove stated and permitted to like non-profit corporations by law.

(5) The Corporation is organized exclusively for charitable, educational and cultural purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in futherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal

Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(6) Provided, however, that no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate or intervene (including the publishing or distributing of statements) in any political campaign in behalf of any candidate for public office.

(7) The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

(8) The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

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 any of the powers of the Corporation, except as otherwise hereinabove provided. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

Article III -

Address and Resident Agent

The post office address of the principal office of the Corporation in this state is The Theatre Room, 1337 Pennsylvania Avenue, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this

state is Frances Machen, 1337 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said residence agent is a citizen of this state and actually resides herein.

Article IV

The Corporation is not authorized to issue any capital stock and shall be a non-stock and non-profit Corporation. No officer of the Corporation shall draw nor receive any salary, nor shall any of the funds of the Corporation inure to the personal or individual benefit of any of the officers or members hereof. Members shall be selected, removed or may resign; vacancies may be filled and additional members elected as provided in the By-Laws.

Article V - Directors

The number of Directors of the Corporation shall be five (5) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than five (5) and the names of the Directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Richard Werder, Conrad W. Varner, Harvey Heyser, Elizabeth Powell, and Frances Machen.

Article VI - Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational and historical preservation purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed

of shall by disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VII

The duration of the Corporation shall be perpetual.

IN WITNESS HEREOF, I have signed these Articles of Incorporation this 21st day of May, A.D., 1981.

Witness:
James L. Mackey Richard H. Werder

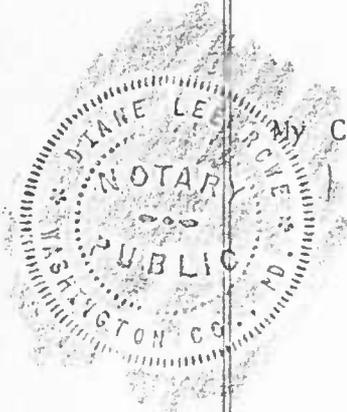
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 21st day of May, A.D., 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared

Richard H. Werder, who acknowledged the foregoing Articles to be his act.

Witness my hand and official Notarial Seal.

Diane Lee Rowe
Notary Public



My Commission Expires: July 1982

ARTICLES OF INCORPORATION

OF

THE AMADEUNS, INC.

2135

approved and received for record by the State Department of Assessments and Taxation of Maryland June 8, 1981 at 10:00 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2509, folio 1852 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Mueller



A 112257

STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

JAN 22 2 27 PM '82 LIBER 2509 FOLIO

VAUGHN

ARTICLES OF INCORPORATION
OF

BURKHOLDER-SANDT ENTERPRISES, INC.

FIRST: WE, THE UNDERSIGNED, Craig V. Russell, whose post-office address is 1729 Lititz Pike, Lancaster, PA 17601, Wendy L. Mumma, whose post-office address is 1729 Lititz Pike, Lancaster, PA 17601, and Debra L. Smith, whose post-office address is 1729 Lititz Pike, Lancaster, PA 17601, each being at least eighteen years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves as incorporators with the intention of forming a corporation.

SECOND: The name of the corporation is

BURKHOLDER-SANDT ENTERPRISES, INC.

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

The reproduction and sale of printed matter.

To import, export, manufacture, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description.

To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

To acquire all or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business similar to any business which the corporation has the power to conduct, and to hold, utilize, enjoy and in any manner dispose of the whole

or any part of the rights, property and business so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation.

To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trade-marks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for any of the purposes of the corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same.

To acquire by purchase, subscription or in any other manner, take, receive, hold, use, employ, sell, assign, transfer, exchange, pledge, mortgage, lease, dispose of and otherwise deal in and with, any shares of stock, shares, bonds, debentures, notes, mortgages or other obligations; and any certificates, receipts, warrants or other instruments evidencing rights or options to receive, purchase or subscribe for the same or representing any other rights or interests therein or in any property or assets, issued or created by any persons, firms, associations, corporations, syndicates, or by any governments or subdivisions thereof; and to possess and exercise in respect thereof any and all the rights, powers and privileges of individual holders.

To aid in any manner any person, firm, association, corporation or syndicate, of which any shares, bonds, debentures, notes, mortgages or other obligations, or any certificates, receipts, warrants or other instruments evidencing rights or options to receive,

purchase or subscribe for the same, or representing any other rights or interests therein, are held by or for this corporation, or in the welfare of which this corporation shall have any interest, and to do any acts or things designed to protect, preserve, improve and enhance the value of any such property or interest, or any other property of this corporation.

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

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

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all

or any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these articles of incorporation or 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 of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

FOURTH: The post-office address of the principal office of the corporation in this State is 701 Dual Highway, Hagerstown, Maryland 21740. The name of the resident agent of the corporation in this State is Francis A. Coburn, a resident of this State, and the post-office address of the resident agent is 1406 The Terrace, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of stock which the corporation shall have authority to issue is Two Hundred Thousand (200,000) shares, of two classes,

each class consisting of One Hundred Thousand (100,000) shares being, a class A common voting stock with a par value of One Dollar (\$1.00) per share, and a class B non-voting common stock with a par value of One Dollar (\$1.00) per share; comprising an aggregate par value of Two Hundred Thousand Dollars (\$200,000.00).

SIXTH: The number of directors of the corporation shall be three (3), which number may be changed in accordance to 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 qualify are:

Roger W. Sandt
Guy S. Burkholder, II
Francis A. Coburn

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:

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.

No holder of shares of stock of any class shall be entitled as a matter of right to subscribe for or purchase or receive any part of any new or additional issue of shares of stock of any class or of securities convertible into shares of stock of any class, whether now or hereafter authorized or whether issued for money,

for a consideration other than money or by way of dividend.

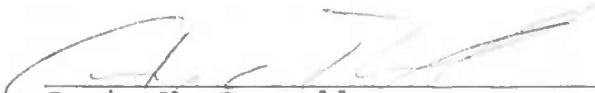
Notwithstanding any provision of law requiring a greater proportion than a majority of the votes of all classes or of any class of stock entitled to be case, to take or authorized any action, the corporation may take or authorize such action upon the concurrence of a majority of the aggregate number of the votes entitled to be case thereon.

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.

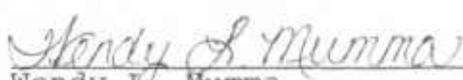
EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporators of BURKHOLDER-SANDT ENTERPRISES, INC., who executed the foregoing Articles of Incorporation hereby acknowledge the same to be their act and further acknowledge that, to the best of their knowledge the matters and facts set forth therein are true in all material respects under the penalties of perjury.

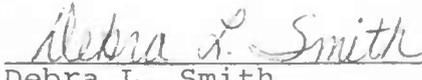
Dated the 8th day of May, 1981.



Craig V. Russell



Wendy L. Mumma



Debra L. Smith

OF

BURKHOLDER-SANDT ENTERPRISES, INC.

2135

approved and received for record by the State Department of Assessments and Taxation of Maryland June 4, 1981 at 10:00 o'clock A M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2509, folio 1892, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 22.00 Special Fee paid \$

3.50

To the clerk of the County Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Edwin Mueller



A 112267

STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

JAN 27 1981

ARTICLES OF INCORPORATION

OF

HAGERSTOWN CHRISTIAN SCHOOL, INC.

MD 22-82 A# 17478 *****5.00

(A NON-STOCK, NON-PROFIT CORPORATION)

Received For Record January 22, 1982 at 2:29 o'clock pm liber 31

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, TERRY KING, whose post office address is Rt. 2 Box 222B, Boonsboro, Maryland 21713; JOHN D. ARROWOOD, whose post office address is 146 Edgewood Drive, Hagerstown, Maryland 21740; ROBERT RIDENOUR whose post office address is Rt. 1 Box 340H, Hagerstown, Maryland 21740; all of whom are over eighteen years of age, do hereby certify that under and by virtue of the General Laws of Maryland authorizing the formation of corporations, do associate ourselves for the purpose of forming a non-stock, non-profit corporation.

SECOND: The name of the Corporation is:

HAGERSTOWN CHRISTIAN SCHOOL, INC.

(A NON-STOCK, NON-PROFIT CORPORATION)

THIRD: The purpose of which the said Corporation is formed and the business or objects to be carried on and be promoted by it are as follows;

(A) The first and main purpose of the Corporation is the promotion and promulgation of the Gospel of our Lord and Saviour JESUS CHRIST;

(B) To create and establish a Christian Educational Ministry, including an academy for Pre-schoolers, Kindergarten through Grade 12 and available to qualified students regardless of race, color or national origin;

(C) And generally to carry on any other business in connection therewith not contrary to the laws of the State of Maryland, and with all the powers conferred upon corporations by the laws of the State of Maryland, and the said Corporation is formed upon the articles, conditions and provisions herein contained, and subject in all particulars to the limitations relating to corporations which are expressed in the General Laws of

the State of Maryland and the United States of America.

FOURTH: The address of the principle place of school education is 1515 Dual Highway, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent is, TERRY KING, Rt. 2 Box 222B, Boonsboro, Maryland 21713, who actually resides at said address.

SIXTH: The names and addresses of the persons who are the initial Board of Pastors, Board of Directors and members of the Corporation are TERRY KING, Rt. 2 Box 222B, Boonsboro, Maryland 21713; JOHN D. ARROWOOD, 146 Edgewood Drive, Hagerstown, Maryland 21740; ROBERT RIDENOUR Rt. 1 Box 340H, Hagerstown, Maryland 21740. The number of the Board 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).

SEVENTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set in Clause THIRD above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Taxation under section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation contribution to which is deductible under section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any fu-

ture United States Internal Revenue Law).

EIGHTH: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose all of the assets of the Corporation in such manner or to said organization or organizations organized and operated exclusively for the purposes above stated or for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (C) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the County in which the principle office of the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 5th day of June, 1981.

Terry King
TERRY KING
John D. Arrowood
JOHN D. ARROWOOD
Robert Ridenour
ROBERT RIDENOUR

STATE OF MARYLAND
COUNTY OF WASHINGTON TO WIT:

I hereby certify that on this 5 day of June, 1981 before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared TERRY KING, JOHN D. ARROWOOD and ROBERT RIDENOUR and each did acknowledge the foregoing Articles of Incorporation to be their act and deed.

Jessie E. Baker
Notary Public
Comm. Exp 7-1-82

ARTICLES OF INCORPORATION
OF
HAGERSTOWN CHRISTIAN SCHOOL, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 10, 1981 at 10:00 o'clock A.M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2509, folio 2678 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore

J. Gavin Mueller



DEPARTMENT OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112387

JAN 22 2 29 PM '82
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

BW

Received for Record January 22, 1982 at 2:30 o'clock pm liber 31

22-82A 17479 000000.00

ARTICLES OF INCORPORATION
OF
LAWSON BRASS INSTRUMENTS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Walter Lawson, whose post office address is P. O. Box 67, Boonsboro, Maryland 21713, Bruce Lawson, whose post office address is P. O. Box 67, Boonsboro, Maryland 21713; Duane Lawson, whose post office address is P. O. Box 67, Boonsboro, Maryland 21713; and Paul Lawson, whose post office address is P. O. Box 67, Boonsboro, Maryland 21713; being at least eighteen(18) years of age, do hereby intend to form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation, (which is hereinafter called "Corporation") is: LAWSON BRASS INSTRUMENTS, INC.

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

(a) To own, operate, lease, and use equipment and machinery to do all manner of designing, manufacturing, repairs or otherwise handle all types of musical instruments; and transacting, all other business necessary or convenient in connection therewith; and the taking, acquiring and holding of stock in any other corporation.

(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) The general nature of the business of said corporation shall be to buy or otherwise acquire, own, hold, manage, and control real and personal property of every description, including its own stock and stock in any other corporations, and to sell and convey, mortgage, pledge, lease, or otherwise dispose of such property or any part thereof, and to lend money

either upon or without security.

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

(e) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, incumber, lease, hire and deal in real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign, and release such securities.

(f) To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the foregoing said business or powers, or any part or parts thereof: Provided the same be not inconsistent with the laws under which this corporation is organized.

(g) To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge, or otherwise, without limit as to amount, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description.

(h) To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient, or appropriate for any of the purposes herein expressed.

(i) To purchase, lease or otherwise acquire the property of every kind, including the business, good will, rights of any corporation, partnership or individual carrying on the aforesaid business, which this corporation is

authorized to carry on and to undertake, guarantee, assume and pay indebtedness and liabilities thereof and to pay for such property, business, good will, rights and franchises by the issue of stock or other security of the corporation or otherwise in the manner provided by law.

(j) To have one or more offices and places of business and to carry on all or any of its operations and business and without restriction or limit, as to amount or place in any of the States of the United States.

(k) To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalty or otherwise, and whether exclusive, non-exclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights, and privileges whether in the United States or in any other part of the world.

To sell, let, or grant any patent rights, concessions, licenses, inventions, rights, or privileges belonging to the company, or which it may acquire, or any interest in the same.

To register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of the same, in any part of the world, and to apply for, exercise, use, or otherwise deal with or turn to account any patent rights, concessions, monopolies, or other rights, or privileges, either in the United States or in any other part of the world.

To manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, or privileges as aforesaid.

To apply for, obtain, register, purchase, lease or otherwise to acquire, and to hold, own, use, develop, operate, and introduce, and to sell, assign, grant licenses or territorial rights in respect to, or otherwise to turn to account or dispose of, any copy-rights, trade-marks, trade-names, brands, labels, patent rights, or letters patent of the United States, or of any other country or government, inventions, improvements and processes, whether used in connection with or secured under letters patent or otherwise.

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

The foregoing enumeration of the purposes, object 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 of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 67, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the corporation in this State is Walter Lawson, P. O. Box 67, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value divided into One Thousand (1,000) shares of the par value of One Hundred (\$100.00) each.

SIXTH: The number of directors of the Corporation shall be four (4) which number may be increased, pursuant to the By-Laws of the Corporation not to exceed seven (7), and decreased, but shall never be less than four, provided that:

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

(2) If there is stock outstanding and so long as there are less than four stockholders, the number of directors may be less than four 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: Walter Lawson, Bruce Lawson, Paul Lawson and Duane Lawson.

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

(2) To do all and every thing necessary, suitable and proper for the accomplishment of any of the purposes or the obtainment of any of the object and furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act, or acts, thing or things, incidental or pertinent to or growing out of, or connected with the aforesaid business or powers, or any part or parts thereof: Provided the same be not inconsistent with the laws under which this corporation is organized.

(3) To borrow money and to make and issue notes, bonds, debentures, obligations and evidence of indebtedness of all kinds whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreement and contracts of every kind and description.

(4) To the same extent as natural persons might or could do, to purchase or otherwise acquire and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds, and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

(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 company and from time to time to vary any investments or employment of capital of the company.

(6) To acquire by purchase, subscription, or otherwise and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage,

pledge or otherwise deal with, or dispose of stocks, bonds or any other obligation or securities, of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by law; to aid in any manner any corporation who stocks, bonds or other obligations are held or in any manner guaranteed by the Company or in which the company is in any way interested; to do any other acts or things for the preservation and protection, improvement or enhancement of the value of any such stocks, bonds or other obligations or to do any acts or things designed such purposes, and while owner of any such stocks, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof and to exercise any and all voting powers thereon; to guarantee the payment of any dividends upon any stock or the principal or interest or both of any bonds or obligations and the performance of any contracts.

(7) The business or purpose of the company is from time to time to do any one or more of the acts and things hereinabove set forth, and it shall have the power to conduct and carry on its business or any part thereof, and to have one or more offices and to exercise all or any of its corporate powers and rights in the State of Maryland, and in the various other states, territories, colonies and dependencies of the United States, in the District of Columbia, and in all or any foreign country.

(8) The number of the directors of the corporation shall be fixed and may be altered from time to time as may be provided in by-laws. In any case of any increase in the number of directors, the additional directors may be elected by the directors or by the stockholders at an annual meeting or special meeting as shall be provided in the by-laws.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on this 10th day of June, 1981.

Witness:

H. Elizabeth Surris
H. Elizabeth Surris
H. Elizabeth Surris
H. Elizabeth Surris

Walter A. Lawson (SEAL)
 Walter A. Lawson
Paul D. Lawson (SEAL)
 Paul D. Lawson
Duane Lawson (SEAL)
 Duane Lawson
Bruce A. Lawson (SEAL)
 Bruce A. Lawson

OFFICES OF
 EL G. BOYER, P.A.
 COURT STREET
 CHESTERTOWN, MARYLAND 21620
 (301) 778-1630

~~6/10/81~~

STATE OF MARYLAND, QUEEN ANNE'S COUNTY, to wit:

I HEREBY CERTIFY, that on this 10th day of June, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Walter Lawson, Bruce Lawson, Duane Lawson, and Paul Lawson, and severally acknowledged the foregoing Articles of Incorporation to be their act.

AS WITNESS my hand and Notarial Seal.

H. Elizabeth Davis
Notary Public



ARTICLES OF INCORPORATION
OF
LAWSON BRASS INSTRUMENTS, INC.

2152

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 11, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

S

Recorded in Liber 2510, folio 0056, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$

6.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Neulbers



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112455

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record January 22, 1982 at 2:30 o'clock pm liber 31

BUSINESS CONSULTANTS, INC. 10 22-82 A# 17460 *****5.00

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

ARTICLES OF INCORPORATION

FIRST: I, John Hamilton Pryor, whose post office address is being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is "BUSINESS CONSULTANTS, INC."

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

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

(1) To engage in general bookkeeping services, to engage in the preparation of financial records and statements, and to offer business consulting services; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 903 Hamilton Boulevard, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John Hamilton Pryor, 903 Hamilton Boulevard, Hagerstown, Maryland 21740.

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

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, having a par value of Fifty Dollars (\$50.00) per share, for an aggregate par value of Five Thousand Dollars (\$5,000)

SEVENTH: The number of directors shall be two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John Hamilton Pryor and Dora Burgess Pryor.

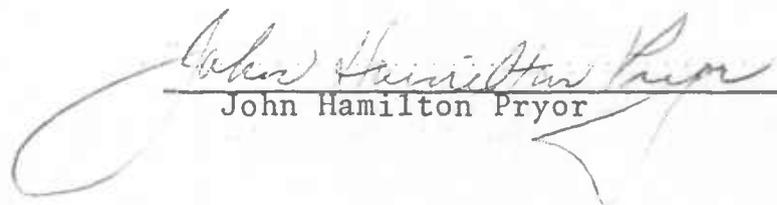
EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification 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 sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this *10* day of *June*, 1981, and I acknowledge the same to be my act.


John Hamilton Pryor

ARTICLES OF INCORPORATION
OF
BUSINESS CONSULTANTS, INC.

2155

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 11, 1981 at 4:00 o'clock P. M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2510, folio 0522 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature: J. Kevin Neuber]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112499

JAN 22 2 30 PM '82
LIBER _____
LAND _____
VAUGHN J. BAKER, CLERK

Received For Record January 25, 1982 at 2:30 o'clock pm liber 31
ARTICLES OF AMENDMENT

OF

BETHANY CHAPEL

THIS IS TO CERTIFY:

FIRST

MA 22-82 A 17431 *****2.50

THAT WHEREAS, heretofore by certain Articles of Incorporation dated October 23, 1980, and recorded among the Records of Incorporations in the Office of the Clerk of the Circuit Court for Washington County, Maryland, certain persons were duly incorporated as a religious corporation, under the corporate name of "Bethany Chapel;" and

WHEREAS, at a meeting of the Trustees of said religious corporation held and convened on the 17th day of May, A.D., 1981, a resolution was passed by unanimous vote of the members of said Trustee Board declaring it to be advisable that the amendment hereinafter set forth be made to said Articles of Incorporation and authorized and empowered the Trustees to sign and acknowledge the Amendment to the Articles of Incorporation, and it was further resolved to call a meeting of all persons above twenty-one (21) years of age belonging to said Church to take action on said amendment, after giving ten days notice of the place, day and hour of said meeting in the manner provided for in the Articles of Incorporation and in compliance with the Laws of the State of Maryland applicable thereto; and

WHEREAS, that after due notice as above provided, a congregational meeting of the members of said religious corporation was held at its place of worship in Washington County, Maryland, and at said meeting the Amendment to the Articles of Incorporation hereinafter set forth was duly adopted by a vote of the majority of the members present and entitled to vote.

SECOND

IT IS THEREFORE CERTIFIED, That the aforesaid Articles of Incorporation be amended by deleting paragraph 18 in said Articles of Incorporation and substituting therefor the following paragraph 18:

"18. That, should this religious corporation be dissolved by voluntary action or operation of law, then all assets of the Corporation shall be converted into cash by the last duly elected Trustees, or the survivors

of them, or such other person or persons as shall be duly and legally authorized to do so, and, after the payment of all debts and legal obligations of said religious corporation, the balance remaining, if any, shall be distributed to the Union Rescue Mission of Hagerstown, Maryland, upon condition that said Union Rescue Mission has established appropriate exemption status as organizations described in Section 501(c)(3) of the Internal Revenue Code, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation/organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes."

IN TESTIMONY WHEREOF, the undersigned Trustees, being authorized so to do in the above mentioned resolution, have hereunto signed their names and affixed their seals this 19th day of May, A.D., 1981.

WITNESS:
Robin L. Shirk

Robert C. Deavers (SEAL)
 Robert C. Deavers
Janel S. Deavers (SEAL)
 Janel S. Deavers
Theresa Dodson (SEAL)
 Theresa Dodson
Janet Durbin (SEAL)
 Janet Durbin
Linda Harrell (SEAL)
 Linda Harrell
 Trustees

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 19th day of May A.D., 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert C. Deavers, Jane S. Deavers, Theresa Dodson, Janet Durbin and Linda Harrell, being all the Trustees of the Bethany Chapel, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged that they executed the same for the purposes therein contained and in the capacity therein stated.

WITNESS my hand and official Notarial Seal.



Robert L. Sheik

Notary Public

My Commission Expires: 7/1/82

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 11th day of June, A.D., 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Janet Durbin, Secretary of the Congregational Meeting held to adopt the foregoing Articles of Amendment, who did make oath in due form of law that said meeting was held and that these Articles of Amendment were duly adopted by said Congregation at said Congregational Meeting.

WITNESS my hand and official Notarial Seal.



Joann M. Lucas

Notary Public

My Commission Expires: 7/1/82

ARTICLES OF AMENDMENT
OF
BETHANY CHAPEL

2155

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 12, 1981 at 11:00 o'clock A M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2510, folio 60742, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 10.00 Special Fee paid \$ _____
2.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112521

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

Hagerstown, Maryland.

Executed by the undersigned at Hagerstown, Maryland on the 12th day of June, 1981.

John J. Martin
 John J. Martin

Larry G. Hoffman
 Larry G. Hoffman
 Stockholders

Witness:

Larry G. Hoffman
 Larry G. Hoffman,
 Secretary-Treasurer

John J. Martin
 John J. Martin
 President

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on this 12th day of June, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John J. Martin, President of Banner Investigative Services, Inc., who did make oath that the foregoing Articles of Amendment are a bona fide authorized to make this affidavit as President of the Corporation.

WITNESS my hand and Official Notarial Seal.



Beverly L. Busby
 Notary Public

ARTICLES OF AMENDMENT
OF
BANNER INVESTIGATIVE SERVICES, INC.

2161

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 15, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded. 3

Recorded in Liber 2510, folio 1373 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore

J. Edwin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112588

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

LAYD _____
VAUGHN J. BAKER, CLERK

Received For Record January 22, 1982 at 2:30 o'clock pm liber 31
ARTICLES OF INCORPORATION

JAN 22-82 A# 17483 *****5.00

'ROUND THE TOWN BOUTIQUE, INC.

FIRST: We, the undersigned, Luella Y. Andrews, P. O. Box 186, Berkeley Springs, West Virginia, 25411, and Olive F. Marra, Route 522, Berkeley Springs, West Virginia, 25411, being at least eighteen years of age, do hereby intend to form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation is 'ROUND THE TOWN BOUTIQUE, INC.

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

1. To conduct a retail clothing business.
2. In general, to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations, of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges under the Annotated Code of Maryland, Corporations and Associations.

FOURTH: The post office address of the place which shall be the principal office of the Corporation in this state will be located at 3 Grand Street, Hancock, Maryland, 21750. The Resident Agent of the Corporation is John B. Wolfkill, whose post office address is 52 North Cannon Avenue, Hagerstown, Maryland, 21740. Said Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand (\$ 100,000.00) Dollars par value consisting of 100,000 shares of common stock of the par value of \$1.00 per share.

SIXTH: The Corporation shall have three directors and Luella Y. Andrews, Olive F. Marra and Nancy J. Mensley shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SEVENTH: Subject to the General Laws of the State of Maryland the voting power shall vest exclusively in the holders of the common stock.

~~1251~~

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 11th day of June, A. D., 1981.

Witness:

[Handwritten Signature]

Luella Y. Andrews (SEAL)
Luella Y. Andrews

Olive F. Marra (SEAL)
Olive F. Marra

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11th day of June, A. D., 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Luella Y. Andrews and Olive F. Marra and each acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.



Cathy A. Wishead
Notary Public

My Commission Expires: 7-1-82

ARTICLES OF INCORPORATION
OF
'ROUND THE TOWN BOUTIQUE, INC.

2172

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 16, 1981 at 10:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2510, folio 2015 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the _____ Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Neuber



DEPARTMENT OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112685

JUN 22 2 30 PM '82
LIBER _____ FOLIO _____
L.A.M. _____
VAUGHN _____ CLERK

Received For Record January 22, 1982 at 2:30 o'clock pm liber 31
ARTICLES OF INCORPORATION

10
FIRST: I, the below named person, 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:

Ray Mitchell Johns, Route 5, Box 144, Hagerstown, Maryland 21740

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Antietam Ford Tractor, Inc.

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

(1) To offer for sale, sell, purchase, exchange, lease, rent and repair agricultural machinery, equipment, and products, industrial machinery, equipment and products, consumer products; to offer for sale, sell, purchase, exchange, lease, rent and repair new and used machinery, equipment and products of an agricultural, industrial or consumer nature; to perform all necessary and proper related services and activities in connection therewith; 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 the principal office of the Corporation in this State is Route 5, Box 101, Hagerstown, Maryland 21740. The name and address of the Resident Agent is Ray Mitchell Johns, Route 5, Box 144, Hagerstown, Maryland 21740, and 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, with a par value of One (\$1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be three (3) which numbers 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 Mitchell Johns
James C. Reed
Jackson G. Upton

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 re-classify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and price 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

~~SECRET~~

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; and (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.

I, THE UNDERSIGNED, being the incorporator named in Article FIRST of the foregoing Articles of Incorporation, in order to form a corporation in accordance with the provisions of the Annotated Code of Maryland, Corporations and Associations, 1975 Edition as Amended, do make this Certificate, hereby declaring and certifying that the facts herein set forth are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this ____ day of June, 1981, at Hagerstown, Washington County, Maryland.

In the presence of:

Connie A. Mitchell Ray Mitchell Johns (SEAL)
Ray Mitchell Johns

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 16th day of June, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ray Mitchell Johns, party to the foregoing Articles of Incorporation, known to me personally to be such, and he did acknowledge the said Articles to be his act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Official Notarial Seal.



Connie A. Mitchell
Notary Public

My Commission Expires:
7/1/82

ARTICLES OF INCORPORATION
OF
ANTIETAM FORD TRACTOR, INC.

2190

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 19, 1981 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2510, folio 12856, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore

J. Kevin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112818

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

112818

received for record January 22, 1982 at 2:30 o'clock pm liber 31

ARTICLES OF INCORPORATION

OF

WILLIAM GOWER & SONS, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William L. Gower, whose post office address is Route 3, Box 360, Williamsport, Maryland, 21795; Louise M. Gower, whose post office address is Route 3, Box 360, Williamsport, Maryland 21795; and Marvin W. Gower, whose post office address is 1859 Abbey Land, Hagerstown, Maryland 21740, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of coporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is WILLIAM GOWER & SONS, INC.

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

(a) To engage in the business of storing and selling feed, fertilizer, fuel, grain and farm supplies.

(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, 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 dependence of the United States of America, or of any foreign county; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(d) 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 purpose.

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which

may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(f) 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.

(g) 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 or districts of the United State of America.

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 to all particulars to the limitations relative to corporations which are contained in the general laws of the State.

FOURTH: The postoffice address of the principal office of the Corporation is Route 3, Box 360, Williamsport, Maryland, 21795. The resident agent of the Corporation is William L. Gower, whose post office address is Route 3, Box 360, Williamsport, Maryland, 21795. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corpo-

ration has authority to issue is Thirty Thousand (30,000) shares of the par value of \$10.00 (Ten) Dollars each all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is \$300,000.00 (Three Hundred Thousand Dollars).

SIXTH: The Corporation shall have three Directors: William L. Gower, Rte 3, Box 360, Williamsport, Md. 21795; Louise M. Gower, Rte 3, Box 360, Williamsport, Md. 21795 and Marvin W. Gower, 1859 Abbey Lane, Hagerstown, Md. 21740. These three persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any directors may be a member, may be a party to, or may be

pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may not be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, and may not vote thereat to authorize any such contract or transaction. Ratification of an interested director transaction shall be a majority of disinterested directors.

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

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

of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(e) Notwithstanding any 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 and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 16th day of June, 1981.

WITNESS:

Judy A. Gower

William L. Gower (SEAL)
William L. Gower

Judy A. Gower

Louise M. Gower (SEAL)
Louise M. Gower

Judy A. Gower

Marvin W. Gower (SEAL)
Marvin W. Gower

KAYLOR, WANTZ
& DOUGLAS
ATTORNEYS AT LAW
PRESTON, MARYLAND

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 16th day of June, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared William L. Gower, Louise M. Gower and Marvin W. Gower and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Gloria S. Moore
Notary Public

My commission expires:
7/1/82

ARTICLES OF INCORPORATION
OF
WILLIAM GOWER & SONS, INC.

2191

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 19, 1981 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

8

Recorded in Liber 2510, folio 3121, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 60.00 Recording fee paid \$ 24.00 Special Fee paid \$ _____

6.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore

J. Edwin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112846

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record January 22, 1982 at 2:30 oc'lcok pm liber 31
4 22-82 AE 17495 *****5.00

ARTICLES OF INCORPORATION

FIRST: I, JOHN H. CARRILL, whose post office address is 20 Richmond Street, Hagerstown, Maryland, 21740, being at least eighteen years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is JOHN H. CARRILL, M.D., P.A.

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

1. To engage in the practice of general psychiatry and child psychiatry; 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 Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 138 East Antietam Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is John H. Carrill, 20 Richmond Street, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock, with a par value of \$100.00 per share.

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). The name of the Director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: John H. Carrill.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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

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

- (a) the amendment of the Charter of the Corporation;
 - (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
 - (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
 - (d) the issuance of shares of stock of any class now or hereafter authorized, 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;
 - (e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its good will and franchises;
 - (f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
 - (g) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation;
- such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provisions of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

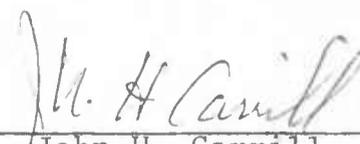
NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associ-

ations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of , 1981, and I acknowledge same to be my act.



 John H. Carrill

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 16th day of June, 1981, before me the subscriber, a Notary Public of the State and County aforesaid, personally appeared John H. Carrill and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Gloria S. Moore
Notary Public

My commission expires:
7/1/82

ARTICLES OF INCORPORATION
OF
JOHN H. CARRILL, M.D., P.A.

2192

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 19, 1981 at 2:00 o'clock P M. as in conformity
with law and ordered recorded.

G

Recorded in Liber 2511, folio 0068 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore

J. Kevin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112895

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For record January 22, 1982 at 2:30 o'clock pm liber 31
WASHINGTON COUNTY HOME FOR ORPHAN AND FRIENDLESS

CHILDREN ARTICLES OF AMENDMENT

JAN 22 1982 AM 17487 *****5.0

WASHINGTON COUNTY HOME FOR ORPHAN AND FRIENDLESS CHILDREN,
a Maryland corporation, having its principal office at San Mar,
Boonsboro Maryland 21713 (hereinafter referred to as the
"Corporation") hereby certifies to the State Department of
Assessments and Taxation of Maryland (hereinafter referred to as
the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by
deleting in its entirety Section 2 and by substituting in lieu
thereof, the following new Section 2:

Section 2. The corporate name of the corporation shall be
the "San Mar Children's Home, Inc."

SECOND: The Charter of the Corporation is hereby amended
by adding the following sentence to Section 3: The time of
existence of the Corporation shall be perpetual.

THIRD: By written informal action, taken by the Board of
Directors of the Corporation, the Board of Directors of the
Corporation duly advised the foregoing amendments in accordance
with Section 2-607 Corporations and Associations Article of the
Annotated Code of Maryland. That the members of the
Corporation, which is a non-stock Corporation, unanimously
approved the action in accordance with Section 2-505 of the
Corporation and Associations Article of the Annotated Code of
Maryland.

IN WITNESS WHEREOF, WASHINGTON COUNTY HOME FOR ORPHAN AND
FRIENDLESS CHILDREN, has caused these presents to be signed in
its name and on its behalf by its President and its corporate
seal to be hereunder affixed and attested by its Secretary on
this 10 day of June, 1981, and its President

*Del To: March 3, 1985
Judith R. Stauffer
Pres. Board of Mgt. for San Mar*

acknowledges that these Articles of Amendment are the act and deed of WASHINGTON COUNTY HOME FOR ORPHAN AND FRIENDLESS CHILDREN and, under the penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their knowledge, information and belief.

ATTEST:

WASHINGTON COUNTY HOME FOR ORPHAN AND FRIENDLESS CHILDREN

Susan Ellett Beaver
Secretary

Geo M. Roth
President

ARTICLES OF AMENDMENT

OF

THE WASHINGTON COUNTY HOME FOR ORPHAN AND FRIENDLESS CHILDREN

Changing its name to:

SAN MAR CHILDREN'S HOME, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 22, 1981 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2511, Folio 0425, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 112926

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

LAND _____ CLERK

COMMUNITY ENTERTAINMENT, INC.

Received For Record January 22, 1982 at 2:30 o'clock liber 31

ARTICLES OF INCORPORATION

JAN 22 1982 AM 17433 *****5.00

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Community Entertainment, Inc.

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

(1) To engage in the business of construction, maintenance, and operation of a commercial swimming pool and related services; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §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 27 Bittersweet Drive, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is John T. Hoover, Jr., 27 Bittersweet Drive, Hagerstown, Maryland 21740. 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, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two, 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:

John T. Hoover, Jr.
Mansoor Emral-Shaool

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.

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 §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue, or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized

in the specific case by (i) an affirmative vote, at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former Director or Officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of June, 1981, and I acknowledge the same to be my voluntary act and deed.

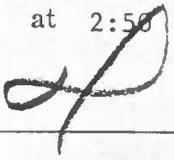
Ray S. Reynolds
Witness

R. Schlossberg (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
COMMUNITY ENTERTAINMENT, INC.

7

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 23, 1981 at 2:50 o'clock P. M. as in conformity
with law and ordered recorded.



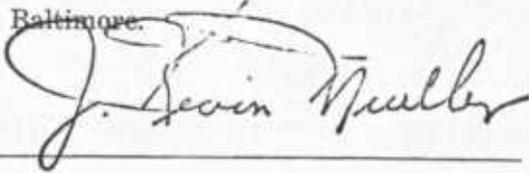
Recorded in Liber 2511, folio 0924, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.



STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
WASHINGTON COUNTY
FOR RECORD

2 30 PM '82

LAND
VAUGHN J. PAKER, CLERK

A 112985

Received For Record January 22, 1982 at 2:30 o'clock pm liber 31

ARTICLES OF INCORPORATION

OF

JAN 22 1982 AM 17489 *****5.00

JOAN A. ROGERS & ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is JOAN A. ROGERS & ASSOCIATES, INC.

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

To assist individuals in communities to secure State and Federal loans and grants for construction, rehabilitation and urban renewal projects.

To act as consultant on privately financed development projects.

To engage in development of real estate.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 122 East Antietam Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Joan A. Rogers, 122 East Antietam Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000)

shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); and the name of the director who shall act until the first annual meeting or until her successor is duly chosen and qualifies is Joan A. Rogers.

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

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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on June 22, 1981.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of June, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.



Patricia L. Witmer
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
JOAN A. ROGERS & ASSOCIATES, INC.

14

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 25, 1981 at 2:00 o'clock P.M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2511, folio 1972, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Muller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 113118

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. WAFER, CLERK

~~2154~~

69

Received For Record January 22, 1982 at 2:30 o'clock pm liber 31
JACK AND JILL DAY CARE OF HAGERSTOWN, INC.

✓
OK
W. J.

ARTICLES OF INCORPORATION

FIRST: I, Dorothy Love, whose post office address is 310 Key Avenue, Hagerstown, Maryland, 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.

101 20 02 A# 17400 *****5.0

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

JACK AND JILL DAY CARE OF HAGERSTOWN, INC.

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

1. To own and carry on the business of childrens day care.
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 539 West Howard Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation is Dorothy Love, whose post office address is 310 Key Avenue, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority is Ten Thousand (10,000) shares of common stock, without par value.

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

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Dorothy Love
310 Key Avenue
Hagerstown, Maryland 21740

Dennis Wehrle
1430 West Church Street
Hagerstown, Maryland 21740

Jan Wehrle
1430 West Church Street
Hagerstown, Maryland 21740

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 (1) 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.

EIGHT: 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 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 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 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 25 day of June, 1981, and I acknowledge the same to my act.

WITNESS:

Ruth E. Mace

Dorothy Love (SEAL)
Dorothy Love

ARTICLES OF INCORPORATION
OF
JACK AND JILL DAY CARE OF HAGERSTOWN, INC.

16

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 26, 1981 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2511, folio 2453 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Qualley



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 113164

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION
PLAQUE MAKERS, INC.Received For Record January 22, 1982 at 2:30 o'clock pm liber 21
M 22-82 A# 17491 *****5.00

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 745 Mt. Vernon Drive, Hagerstown, Maryland, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Plaque Makers, Inc.

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

1. The manufacture, sale, and distribution of plaques preserving in enlarged form for posterity any news events, photo or printed matter.

2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 360 Burhans Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Jack A. Davenport, 360 Burhans Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, at a par value of Ten (\$10.00) Dollars per share with an aggregate value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

- David S. Morningstar
- Jack A. Davenport
- John C. Patterson, Jr.
- Lynn F. Meyers

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.

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

~~12802~~

into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 26th day of June, 1981.

WITNESS:

Nancy C. Beyer *Lynn F. Meyers.*

Lynn F. Meyers

ARTICLES OF INCORPORATION
OF
PLAQUE MAKERS, INC.

17

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 29, 1981 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2511, folio 2599, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 113196

JAN 22 2 30 PM '82

LIBER 2511

LAND VAUGHN J. BAKER, CLERK

Received For Record January 22, 1982 at 2:30 o'clock pm liber 31
ARTICLES OF INCORPORATION

OF

CRAWFORD TIRE, INC.

JAN 22-82 A# 17492 *****5.00

THIS IS TO CERTIFY:

That we, the subscribers: Earl L. Crawford, Jr., whose post office address is 101 East Baltimore Street, Hagerstown, Maryland, and Sandra L. Crawford, whose post office address is 712 Lee Avenue, Sykesville, Maryland, and Paul Ottinger, whose post office address is 21 Summit Avenue, Hagerstown, Maryland, all being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

CRAWFORD TIRE, INC.

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

(a) To buy, sell, manufacture, exchange and repair automobile tires, accessories and equipment and general merchandise of all kinds and description.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

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

(d) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

THIRD: The principal office of the Corporation in this State will be maintained at 101 East Baltimore Street, Hagerstown, Maryland. The resident agent of the Corporation is Earl L. Crawford, Jr., whose post office address is 101 East Baltimore Street, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

FIFTH: The Corporation shall have three (3) directors and Earl L. Crawford, Jr. and Sandra L. Crawford and Paul Ottinger shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths (4/5) of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 25th day of June, 1981.

Witness:

Earl L. Crawford, Jr.

Debra A. McClure

Sandra L. Crawford

Paul Ottinger

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 25th day of June, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Earl L. Crawford, Jr. and Sandra L. Crawford and Paul Ottinger and acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Debra A. McClure
Notary Public



ARTICLES OF INCORPORATION
OF
CRAWFORD TIRE, INC.

18

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 26, 1981 at 2:00 o'clock P M. as in conformity
with law and ordered recorded.

S

Recorded in Liber *2511*, folio *3134*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 113233

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

CLERK

Received For Record January 22, 1982 at 2:30 o'clock pm liber 31

ARTICLES OF INCORPORATION

FOR

FEZ INCORPORATED

MD 2-22A# 17103 **** 45.0

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

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

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

(a) To conduct a restaurant and beverage operation and all other uses inherent therein.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

(c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, 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 business that

LAW OFFICES RICHARD W. LAURICELLA

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, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

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

(e) 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, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(g) 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.

The aforesaid enumeration of the purposes, objects and the 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 to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 49 W. Franklin Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

LAW OFFICES RICHARD W. LAURICELLA

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until the Charter is approved shall be James Sahene.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 29 day of June, 1981.

WITNESS:

Pamela S. Artz

Richard W. Lauricella
Richard W. Lauricella

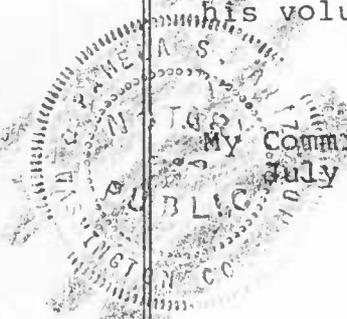
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29 day of June, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Camela S. Artz
Notary Public



LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION
OF
FEZ INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 30, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber *2511*, folio *3237*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Truller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 113256

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

87
~~3431~~
3431

Received For Record January 22, 1982 at 2:30 oc'clock pm liber 31
ARTICLES OF INCORPORATION

A NONSTOCK CORPORATION UNDER TITLE FIVE 22-82 A# 17404 **** 5.0

WASHINGTON COUNTY AGRICULTURAL ORGANIZATION, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Thomas E. Shaw, whose Post Office address is Fair Play, Maryland 21733; Charles A. Wiles, whose Post Office address is Falling Waters Road, Williamsport, Maryland 21795; and Norris E. Diefenderfer, whose Post Office Address is 257 Potomac Heights, Hagerstown, Maryland 21740, each of whom are at least eighteen (18) years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intention of forming a Nonstock corporation pursuant to the Corporations and Associations Article, Title Five of the Annotated Code of Maryland as amended.

SECOND: That the name of the Corporation is:

WASHINGTON COUNTY AGRICULTURAL ORGANIZATION, INC.

THIRD: The corporation shall be a Nonstock corporation as authorized by Subtitle Two of Title Five of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: That the purpose for which the Corporation is formed and the business or objects to be carried out or promoted by it are as follows:

A. Said Corporation is organized as an agricultural and horticultural organization connected with the raising of livestock, forestry, harvesting crops and aquatic resources, the cultivation of useful or ornamental plants and similar pursuits and other activities that are permitted to such an organization under Section 501(c)(5) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law). All of the powers hereinafter enumerated are subject to and restricted by any requirements of Federal law.

1. For exercising all or any of the general powers conferred upon corporations by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made and without in any way limiting the right to exercise such general powers and in addition thereto;

LES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD. 21740

2. To work for solutions to problems of the farm, the farm home, and the rural community by the use of the recognized advantages of organized activity, including, but not limited to, an agricultural fair to the end that those engaged in the various branches of agriculture in Washington County, Maryland, and neighboring areas may have an opportunity to display their expertise, knowledge and happiness in their chosen work; to advance the social, economic and educational interests of those engaged in the various branches of agriculture; to assist persons engaged in the business of agriculture in the accomplishment of their aims and desires; and to cooperate with federal, state, and local government agencies to secure these ends.

FIFTH: The Post Office address of the principal office of this corporation is 257 Potomac Heights, Hagerstown, Maryland, 21740. The resident agent of this Corporation is Norris E. Diefenderfer, whose Post Office address is 257 Potomac Heights, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The corporation has no authority to issue stock of any kind, nature or description whatsoever.

SEVENTH: The number of Directors of the corporation shall be three (3), which number may be increased pursuant to the By-Laws of the corporation. The names of the Directors who shall act as such until the first annual organizational meeting or until their successors are duly chosen and qualified are: Thomas E. Shaw, Charles A. Wiles and Norris E. Diefenderfer.

EIGHTH: The charter of this corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledge the same to be our act on this 26th day of June, A. D., 1981.

Thomas E. Shaw

 Thomas E. Shaw

Charles A. Wiles

 Charles A. Wiles

Norris E. Diefenderfer

 Norris E. Diefenderfer

CHARLES F. WAGAMAN, JR.
 ATTORNEY AT LAW
 82 WEST WASHINGTON ST.
 HAGERSTOWN, MD. 21740

22

ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY AGRICULTURAL ORGANIZATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 30, 1981 at 10:30 o'clock A.M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2511, folio 3430 of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Neuber



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 113299

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

LAND _____ VANDERKAM _____ CLERK

Received For Record January 22, 1982 at 2:30 o'clock pm liber 31

JSK ENTERPRISES, INC.

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Donald G. Smith, whose post office address is 705 Elm Crest Ave., Boonsboro, Maryland 21713; Randall A. Edwards, whose post office address is 106 Harvard Road, Hagerstown, Maryland 21740; Pamela S. Smith, whose post office address is Rt.#5 Box 338 A, Hagerstown, Maryland 21740; each being at least twenty-one years of age, do hereby associate ourselves as incorporators 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 herein-after called the Corporation) is

JSK ENTERPRISES, INC.

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

1. To purchase, trade, or otherwise acquire and own stock on any other interest in proprietorships, partnerships or corporations.

2. To manufacture, purchase, or otherwise acquire, own, mortgage, lease, improve, pledge, sell, assign and transfer, or otherwise dispose of, to invest, trade, deal in and deal with, goods, wares, merchandise and real and personal property of every class and description that may or may not be associated with paragraph one.

3. To generally engage in, do, and perform any enterprise, act or vocation that a natural person might or could do or perform.

FOURTH: The post office address of the principal office of the corporation in this State is 705 Elm Crest Ave., Boonsboro, Maryland 21713. The name and post office address of the resident agent of the Corporation in this state is Donald G. Smith, 705 Elm Crest Ave., Boonsboro, Maryland 21713. Said resident agent is a citizen of this state and actually resides therein.

FIFTH: The total amount of authorized capital stock of the Corporation is One Hundred Thousand Dollars (\$100,000.00) par value, divided into One Thousand (1,000) shares of the par value of One Hundred Dollars (\$100.00) each.

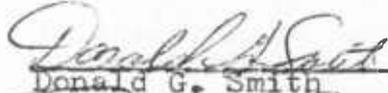
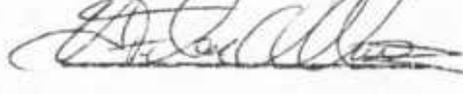
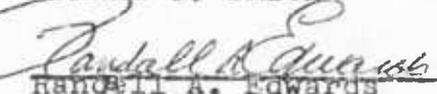
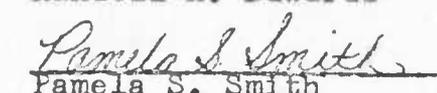
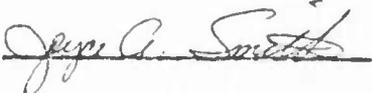
SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than three; and the names of the Directors who shall act until the first annual meeting of stockholders or until their successors are fully chosen and qualified are Donald G. Smith, Randall A. Edwards, Pamela S. Smith.

SEVENTH: 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this ___ day of ____, 1981.

WITNESS:

	 Donald G. Smith (SEAL)
	 Randall A. Edwards (SEAL)
	 Pamela S. Smith (SEAL)
	

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

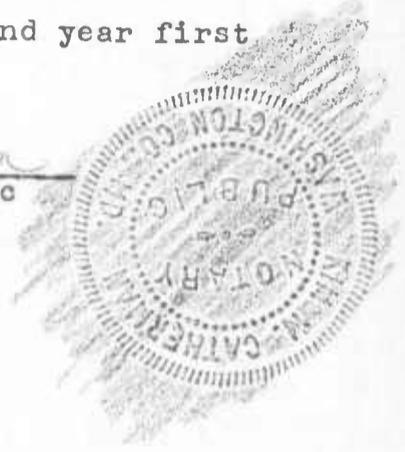
I HEREBY CERTIFY, That on this 21st day of May, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Donald G. Smith, Randell A. Edwards, Pamela S. Smith, and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Kim M. Cattaman
Notary Public

My Commission Expires:

July 1, 1982



STATE OF MARYLAND
 WASHINGTON COUNTY
 R E G I S T E R
 STATE DEPARTMENT OF GENERAL SERVICES

SEARCHED	INDEXED
SERIALIZED	FILED
MAY 21 1981	
FBI - WASHINGTON COUNTY	

ARTICLES OF INCORPORATION
OF
JSK ENTERPRISES, INC.

2095

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 26, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

A

Recorded in Liber 2508, folio 1109, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore

J. Edwin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 111774

JAN 22 2 30 PM '82

LIBER _____ FOLIO _____

LAND _____ CLERK

Received for record February 2nd, 1982
at 4:00 p.m.

FEB -2-82 A# 18131 *****5.00

Incorporation Liber #31
HANCOCK ENTERPRISES, INC.

Handwritten initials or mark.

ARTICLES OF REVIVAL

Hancock Enterprises, Inc., a Maryland Corporation having its principal office at 206 Hayes Court, Hagerstown, Washington County, Maryland (hereinafter referred to the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

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

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Hancock Enterprises, Inc.

THIRD: The name which the Corporation will use after the revival of its charter pursuant to these Articles of Revival shall be Hancock Enterprises, Inc., which name complies with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland with respect to corporate names.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is Hancock Enterprises, Inc., c/o France, Metzner & Berryman, P.A., 81 West Washington Street, Hagerstown, Maryland, ²¹⁷⁴⁰ and said principal office is located in Hagerstown, Washington County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland. ²¹⁷⁴⁰ Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has, (a) filed all annual reports required to be filed by the Corporation if its charter had not been forfeited; and (b) paid all state and local taxes (except taxes on real estate) and all interest and penalties due by

the Corporation, or which would have become due if its charter had not been forfeited, whether or not barred by limitations.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its Corporate Seal to be hereunto affixed and attested by its last acting Secretary all as of this 6th day of ~~June~~^{July}, 1981.

~~ATTEST~~
~~Jesse B. Snyder, Secretary~~
~~Jesse B. Snyder, Secretary~~

HANCOCK ENTERPRISES, INC.
BY: Roy E. Snyder
Roy E. Snyder, President

THE UNDERSIGNED, the last acting President and Secretary of HANCOCK ENTERPRISES, INC., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a part, hereby acknowledge the foregoing Articles of Revival to be their act.

Dated: July 6, 1981
Roy E. Snyder
Roy E. Snyder
Last Acting President
Jesse B. Snyder
Jesse B. Snyder
Last Acting Secretary

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on July 6, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared, Roy E. Snyder, the last acting President and Jesse B. Snyder, the last acting Secretary of HANCOCK ENTERPRISES, INC., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

~~ATTEST~~
~~Notary Public~~
~~My Commission Expires:~~
~~July 1, 1982~~

Vicki L. Bruner
Notary Public

ARTICLES OF REVIVAL
OF
HANCOCK ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 16, 1981 at 10:30 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2513, folio 01777, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

5.00

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Edwin Neill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD **A** 113970

FEB 2 4 00 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record February 2nd, 1982
at 4:00 p.m.
Incorporation Liber #31

FFB -2-82 A# 18132 *****5.00

~~12975~~
97

AMENDED ARTICLES OF INCORPORATION

OF

STYTCHEN TIME, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, and Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, each being at least eighteen years of age, do hereby associate ourselves as incorporators 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 STYTCHEN TYME, INC.

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

To buy, sell, trade, manufacture, deal in and deal with fabrics, patterns, notions and to carry on the business of interior decorating for homes and commercial establishments, including alterations; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

To carry on any of the businesses hereinbefore enumerated for itself, or for the account 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 business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 122 North Colonial Drive, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Linda R. Weaver, 122 North Colonial Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares

of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than two. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Linda R. Weaver and Ronald L. Weaver, they being the sole stockholders of the Corporation.

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

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.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The foregoing Amended Articles of Incorporation were adopted by the incorporators before the organizational meeting of this Corporation.

IN WITNESS WHEREOF, we have signed these Amended Articles of Incorporation on July 2, 1981.

WITNESS:

Joanne Snyder
JOANNE Snyder

Joanne Snyder
JOANNE Snyder

Howard W. Gilbert, Jr. (SEAL)
Howard W. Gilbert, Jr.

Russell R. Marks (SEAL)
Russell R. Marks

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2nd day of July, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr. and Russell R. Marks and severally acknowledged the foregoing Amended Articles of Incorporation to be their act.

WITNESS my hand and Notarial Seal.

Joanne Snyder
Notary Public
JOANNE Snyder

My Commission Expires:
July 1, 1982



AMENDED ARTICLES OF INCORPORATION
OF

STYTCHEN TIME, INC.

Changing its name to:

STYTCHEN TYME, INC.

61

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 9, 1981 at 11:00 o'clock A M. as in conformity
with law and ordered recorded. EFFECTIVE DATE: June 5, 1981 at 8:30 A M

Recorded in Liber 2512, folio 297A, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

5.00

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Neuber



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 113708

FEB 2 4 00 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record February 2nd, 1982
at 4:00 p.m.

Incorporation Liber THE POTOMAC EDISON COMPANY
#31

0510
FEB -2-82 A 18133 *****5.00

ARTICLES OF AMENDMENT

The Potomac Edison Company, a Maryland and a Virginia corporation having its principal office in the State of Maryland on Downsville Pike, Hagerstown, County of Washington, State of Maryland, and having its registered office in the Commonwealth of Virginia at 20 South Cameron Street, Winchester, Virginia (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland and the State Corporation Commission of the Commonwealth of Virginia, that:

First: The charter of the Corporation is hereby amended by striking out Article V, as amended by Articles of Amendment dated April 30, 1980, of the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974, and inserting in lieu thereof the following:

V.

The total amount of the authorized capital stock of the Corporation is 17,525,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value, issuable in one or more series as provided in Article VI hereof) and 12,075,000 shares without nominal or par value are Common Stock.

Second: The Board of Directors of the Corporation on January 8, 1981, at a meeting duly convened and held, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and in the best interests of the Corporation and directing that it be submitted for action thereon to the stockholders of the Corporation.

Third: That by Waiver and Consent in writing dated the 29th day of May, 1981, Allegheny Power System, Inc., the holder of all 10,125,000 outstanding shares of Common Stock of the Corporation, being all of the shares that would have been entitled to vote upon the aforesaid amendment, did waive the holding of a stockholders meeting for the purpose of voting upon said amendment and consented and agreed, by a vote of 10,125,000 shares of said stock, to the adoption of the aforesaid resolution. The holders of all 826,081 outstanding shares of Cumulative Preferred Stock were not entitled to vote on the amendment.

Fourth: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved and adopted by the stockholders of the Corporation.

Fifth: (a) The total number of shares of all classes of stock of the Corporation heretofore authorized was 15,825,000 shares, of which 5,450,000 of the par value of \$100 each were Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 10,375,000 shares without nominal or par value were Common Stock.

ARTAMEND.

(b) The total number of shares of all classes of stock of the Corporation as increased is 17,525,000 shares, of which 5,450,000 shares of the par value of \$100 each are Cumulative Preferred Stock (amounting in the aggregate to \$545,000,000 par value) and 12,075,000 shares without nominal or par value are Common Stock.

(c) The preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, and qualifications, of each class of stock of the Corporation as increased are as set forth in the Articles of Incorporation included as part SIXTH of the Agreement and Articles of Merger dated May 31, 1974.

IN WITNESS WHEREOF, THE POTOMAC EDISON COMPANY has caused these presents to be signed in its name and on its behalf by its President or one of its Vice Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries on July 20, 1981.

THE POTOMAC EDISON COMPANY

By Paul M Horst
Vice President



STATE OF MARYLAND)
) ss:
COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on July 20, 1981, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Paul M. Horst, Jr., of The Potomac Edison Company, a Maryland and a Virginia corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared W. H. MacMullen and made oath in due form of law that he is Secretary of said corporation and that the amendment of the Charter of the corporation therein set forth was approved and adopted by a consent in writing signed by all the stockholders entitled to vote on the subject matter thereof, that there are no stockholders entitled to a notice of meeting of stockholders who are not entitled to vote thereat, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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



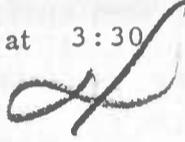
Patricia S. McKee
Notary Public

My commission expires July 1, 1982

ARTICLES OF AMENDMENT
OF
THE POTOMAC EDISON COMPANY

135

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 22, 1981 at 3:30 o'clock P M. as in conformity
with law and ordered recorded.



Recorded in Liber 2514 , folio 0509 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

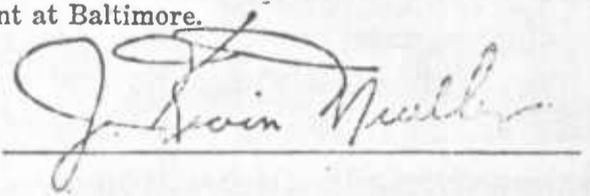
5.00

Bonus tax paid \$ 680.00 Recording fee paid \$ 20.00 Special Fee paid \$

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 114241

FEB 2 4 00 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record February 2nd, 1982
at 4:00 p.m.
Incorporation Liber #31

FEB -2-82 A# 18134 *****5.00

PHYSICAL THERAPY, INC.
ARTICLES OF INCORPORATION

FIRST: I, Robert E. Schwartz, Jr., whose post office address is 620 S. Ellwood Avenue, Baltimore, Maryland 21224, being at least eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Physical Therapy, Inc.

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

(1) To establish and operate a physical therapy service; 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 the principal office of the Corporation in this State is 879 Commonwealth Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert E. Schwartz, Jr., 620 S. Ellwood Avenue, Baltimore, Maryland 21224. 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 altered pursuant to the By-Laws of the Corporation subject to the provisions of Section 2-402(a) of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. The name of the Director, who shall act until the first annual meeting and until his successor is duly chosen and qualified is Robert E. Schwartz, Jr.

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

PHYSICAL THERAPY, INC.
Articles of Incorporation
Page Two

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;

(g) 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 if taken or approved by an affirmative vote of a majority of the shares entitled to be cast thereon, after due authorization

PHYSICAL THERAPY, INC.
Articles of Incorporation
Page Three

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).

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on
July 16, 1981.

WITNESS:

Rosann B. McQuinn

Robert E. Schwegel Jr.

L 122

ARTICLES OF INCORPORATION
OF
PHYSICAL THERAPY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 16, 1981 at 11:00 o'clock A M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2513, folio 2565 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

5.00

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Neel



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 114064

FEB 2 4 00 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record February 2nd, 1982

FFB -2 82 A# 18135 *****5.00

at 4:00 p.m.

Incorporation Liber #31

107

THE MENCER-WILSON GALLERY OF ART, INC.
(A Close Corporation Under Title 4 of Corporation and Association
Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Carol A. Wilson, whose post office address is 43 Wayside Avenue, Hagerstown, Maryland, 21740, and Candace E. McPeak, whose post office address is 102 Greenmount Avenue, Hagerstown, Maryland 21740, both being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is The Mencer-Wilson Gallery of Art, Inc.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

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

a) To design, create, manufacture, purchase, repair, restore, reconstruct, exhibit, sell, give instruction and generally deal in, as principal or agent, on commission or otherwise, pictures, ornaments, statues, carvings, china pottery, glassware, jewelry, articles made from precious and other metals, tapestries, rugs, furniture, antiques, works of art of every class, kind, and description, and copies or reproductions thereof. To do interior decorating, to supply advice, plans, and materials for the decoration and furnishing of houses, rooms, apartments, and private and public buildings of all kinds, and to supply the services of experts in and about the same. To manufacture, buy, sell, and deal in art materials and artists and cabinetmakers' supplies of all kinds.

b) To manufacture, buy, sell, import, and export all materials and supplies used by commercial artists, portrait painters, photographers, and other artists, including crayons, paints, canvases, brushes, easels, colors, oils, and all other material that may be used by artists.

c) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal

office of the Corporation in Maryland is 102 Greenmount Avenue, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident of the Corporation in Maryland are Candace E. McPeak, 102 Greenmount Avenue, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

7. Election to have no Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is Carol A. Wilson.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) President - Candace E. McPeak
- (2) Vice President, Secretary and Treasurer - Carol A. Wilson

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand (\$100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 10th day of July, A.D., 1981

Carol A. Wilson (SEAL)
 Carol A. Wilson

Candace E. McPeak (SEAL)
 Candace E. McPeak

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 10th day of July, A.D., 1981, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Carol A. Wilson and Candace E. McPeak, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

M. Harriet Lewis
 Notary Public



My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION
OF
THE MENCER-WILSON GALLERY OF ART, INC.

107

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 16, 1981 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2513, folio 2280, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

5.00

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Vaughn Baker



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
A 114039

FEB 2 4 00 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record February 2nd, 1982
at 4:00 p.m.

FEB -2-82 A# 18136 *****5.00

Incorporation Liber #31
ARTICLES OF INCORPORATION

FOR

SANCHEZ ENTERPRISES, INC.

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is Sanchez Enterprises, Inc.

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

- (a) To engage in the business of printing.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, 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 business that

the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

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

(e) 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, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(g) 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.

The aforesaid enumeration of the purposes, objects and the 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 to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 25 East Washington Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until the Charter is approved shall be Silvia Sanchez.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of June, 1981.

WITNESS:

Pamela S. Artz

Richard W. Lauricella
Richard W. Lauricella

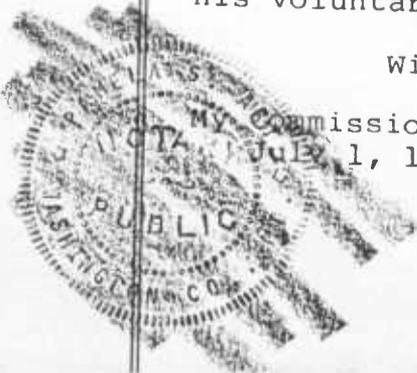
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 24 day of June, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Pamela S. Artz
Notary Public



ARTICLES OF INCORPORATION
OF
SANCHEZ ENTERPRISES, INC.

60

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 8, 1981 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2512, folio 2580 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

5.00

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 113656

FEB 2 4 00 PM '82

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

Received for record February 2nd, 1982
at 4:00 p.m.
Incorporation Liber #31

~~12007~~
FFP -2 82 A# 18137 *****5.00

115

RESOURCE MANAGEMENT SERVICES, INC.

ARTICLES OF INCORPORATION

FIRST: I, John D. Winger, whose post office address is 222 East Lincoln Avenue, Hagerstown, Maryland 21740 being at least (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

RESOURCE MANAGEMENT SERVICES, INC.

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

- (1) To engage in the consulting and data processing service and to engage in any other lawful purpose or business.
- (2) To engage in any lawful act or activity for which corporations may be organized under the Annotated Code of Maryland.

FOURTH: The post office address of the principal office of the corporation in this State is 222 East Lincoln Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John D. Winger, 222 E. Lincoln Ave., Hagerstown, Maryland 21740. 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 fifteen hundred shares of a par value of One Hundred (\$100) Dollars all of which shares are of one class and are designated common stock. The aggregate par value of all share having par value is One Hundred Fifty Thousand (\$150,000.00) Dollars.

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 (3), provided that:

- (1) If there is no stock outstanding, the number of directors may be less than three, but not less than one; and
- (2) If there is stock outstanding and there are less than three (3) stockholders, the number of Directors may be less than three, but not less than the number of stockholders. The names of the directors who shall act until the 1st annual meeting or until their successor are duly chosen and qualified are John D. Winger and Edward J. Milczanowski.

SEVENTH: The Directors shall have power to make and alter or amend the By-Laws; to fix the amount to be reserved as working capital, and to authorize and cause to 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 capital stock issued and outstanding, the Directors shall have the authority to dispose, in any manner, of the whole property of this corporation.

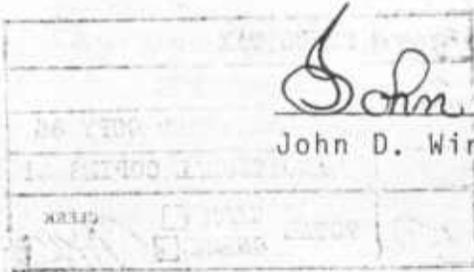
The By-Laws shall determine whether and to what extent the accounts and books of this corporation, or any of them shall be open to the inspection of the stockholders; and no stockholder shall have any right of inspecting any account, or book or document of this Corporation, except as conferred by the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

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the corporation 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 Annotated Code 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 of paragraph in this articles of incorporation,

but that the objects, purposes and powers specified in the third paragraph and in each of the clauses of paragraphs of this charter shall be regarded as independent objects, purposes and powers.

I, THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Maryland, do make, file and record this agreement, and do certify that the facts herein are true; and I have accordingly hereunto set my hand on this 29th day of JUNE, 1981



John D. Winger
John D. Winger SEAL

STATE OF MARYLAND
COUNTY OF WASHINGTON, to wit:

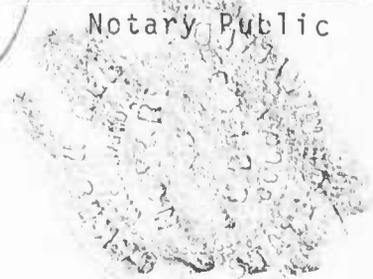
I, JAMES H. REED, a Notary Public of said County, do hereby certify that JOHN D. WINGER, whose name is signed to the writing hereto attached, bearing the date 29th day of JUNE, 1981, have this day acknowledged the same before me in my said County.

Given under my hand this 29th day of JUNE, 1981.

My commission expires:

July 1, 1982

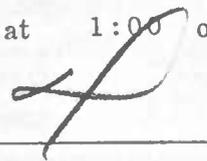
James H. Reed
Notary Public



ARTICLES OF INCORPORATION
OF
RESOURCE MANAGEMENT SERVICES, INC.

43

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 6, 1981 at 1:00 o'clock P M. as in conformity
with law and ordered recorded.



Recorded in Liber 2512, Folio 2006, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

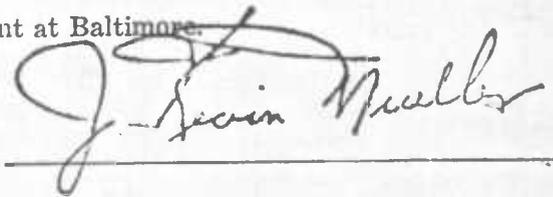
5.00

Bonus tax paid \$ 30.00 Recording fee paid \$ 20.00 Special Fee paid \$

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 113571

FEB 2 4 00 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J BAKER, CLERK

Received for record February 2nd, 1982
at 4:00 p.m.
Incorporation Liber #31

~~1157~~
119

FEB -2 82 A# 18138 **** **5.00

ARTICLES OF INCORPORATION
OF
C. GLENN FOX CONTRACTOR, INC.

FIRST: I, Robert E. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland, 21740, and 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 is C. Glenn Fox Contractor, Inc.

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

1. To engage in and carry on and conduct a general contracting business, including the designing, construction, enlarging, repairing, remodeling or otherwise engaging in any type of construction, and to execute contracts or to receive assignments of contracts therefore, or relating thereto, also to manufacture and furnish building materials and supplies connected therewith.

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 Route 3, Box 157, Cafoxa Drive, Williamsport, Maryland, 21795. The name and post office address of the Resident Agent of the Corporation in this State is C. Glenn Fox, Route 3, Box 157, Cafoxa Drive, Williamsport, Maryland, 21795. 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 ten thousand (10,000) shares of common stock, with the par value of ten (\$10.00) dollars per share.

SIXTH: The number of Directors of the Corporation shall be two (2), which may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Clyde Glenn Fox and Ruth E. Fox.

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.

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 Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of June, 1981, and I acknowledge the same to be my act.

WITNESS:

Walter B. Cook

Robert E. Kuczynski
Robert E. Kuczynski

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 25th day of June, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Robert E. Kuczynski, and acknowledged the foregoing instrument to be his act and deed.

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

Walter B. Cook
Notary Public



My Commission Expires:

7/1/82

ARTICLES OF INCORPORATION
OF
C. GLENN FOX CONTRACTOR, INC.

35

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 7, 1981 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2512, folio 11570, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

5.00

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 113527

FEB 2 4 00 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J BAKER, CLERK

mf

Received for record February 2nd, 1982
at 4:00 p.m.
Incorporation Liber #31

FEB -2-82 A# 18139 *****5.50

ARTICLES OF INCORPORATION

OF

JAY B. GREENBERG, M.D., P.A.

The undersigned subscriber to these Articles of Incorporation, a natural person of at least eighteen (18) years of age, hereby presents these Articles of Incorporation for the formation of a corporation under the Professional Service Corporation Act, and other laws, of the State of Maryland.

ARTICLE I

Name

The name of the Corporation is: Jay B. Greenberg, M.D., P.A.

ARTICLE II

Nature of Business

The general nature of the business to be transacted by this corporation is:

To engage in every phase and aspect of the business and rendering the same professional services to the public that a Doctor of Medicine, duly licensed under the laws of the State of Maryland, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents who are duly licensed under the laws of the State of Maryland to practice as a Doctor of Medicine therein.

To invest funds of this corporation in real estate, mortgages, stock, bonds, or any other type of investment, and to own real and personal property necessary for the rendering of professional services.

To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the purposes enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, and, in general, either alone or in association with other corporations, firms, or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or object of this corporation.

The foregoing paragraphs shall be construed as enumerating both objects and purposes of this corporation; and, it is hereby expressly provided that the foregoing enumeration of specific purposes shall not be held to limit or restrict in any manner the purposes of this corporation otherwise permitted by law.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to issue is Ten Thousand (10,000) shares of Common Stock having a par value of Ten Cents (\$0.10) per share. None of the shares of this corporation may be issued to anyone other than an individual duly licensed to practice as a Doctor of Medicine in the State of Maryland.

ARTICLE IV

Term of Existence

This corporation is to exist perpetually.

ARTICLE VPrincipal Office and Resident Agent

The post office address of the principal office of this corporation is: 1190 Mt. Aetna Road, Hagerstown, Maryland 21740. The Board of Directors may from time to time move the principal office to any other address in the State of Maryland. The resident agent of the corporation is: Jay B. Greenberg, M.D., whose address is: 1734 Edgewood Hill Circle, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE VIDirectors

This corporation shall have one (1) director, initially. The number of directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

ARTICLE VIIInitial Directors

The name and post office address of the member of the first Board of Director is: Jay B. Greenberg, M.D., 1190 Mt. Aetna Road, Hagerstown, Maryland 21740.

ARTICLE VIIISubscriber

The name and post office address of the subscriber of the Common Stock, who is a Doctor of Medicine, duly licensed under the laws of the State of Maryland, to render services as such, the number of shares of stock he agrees to take, and the value of the consideration therefor, is:

<u>Name and Address</u>	<u>No. of Shares</u>	<u>Consideration</u>
Jay B. Greenberg, M.D. 1190 Mt. Aetna Road Hagerstown, Maryland 21740	1,000	\$100.00

ARTICLE IX

Voting Trusts

No stockholder of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X

Contracts

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any director of this corporation is in any way connected with such person, firm, or corporation, and every person who may become a director 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, provided that such director complies with the prerequisites of Section 2-419 of the Annotated Code of Maryland.

ARTICLE XI

Removal of Directors

Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

ARTICLE XII

Additional Corporate Powers

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Maryland and of the purpose and objects hereinabove stated, this corporation shall have all and singular the following powers:

This corporation shall have the power to enter into, or become a partner in, any arrangement for sharing profits, union of interest, or corporation, joint venture or otherwise, with any person, firm, or corporation, to carry on any business which this corporation has the direct or incidental authority to pursue.

This corporation shall have the power to deny to the holders of the Common Stock of this corporation any pre-emptive right to issues of any type of stock of this corporation, and no stockholder shall have any pre-emptive right to subscribe to any such stock.

ARTICLE XIII

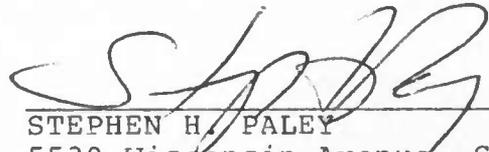
Amendment

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by the Board of Directors to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles

ALEY, ROTHMAN,
COOPER & EIG
CHARTERED
30 WISCONSIN AVE.
VY CHASE, MD. 20015
(301) 656-7603

of Incorporation be made. All rights of stockholders are subject to this reservation.

IN WITNESS WHEREOF, I, the subscriber, have executed these Articles of Incorporation, this 15th day of June 1981, and I acknowledge the same to be my act.



STEPHEN H. PALEY
5530 Wisconsin Avenue, Suite 1440
Chevy Chase, Maryland 20015

ARTICLES OF INCORPORATION
OF
JAY B. GREENBERG, M.D., P.A.

35

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 1, 1981 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 25/2, folio 1300, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

5.50

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore

J. Edwin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 113472

FEB 2 4 00 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record March 4, 1982 at 11:47 o'clock am liber 31
HAGERSTOWN EYE SPECIALISTS,

DRS. RUSSELL, KEENER, EDMONDS & WINTER, P.A.

AB-L-82 A# 1 232 *****5.00

ARTICLES OF AMENDMENT

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Hagerstown Eye Specialists, Drs. Russell, Keener, Edmonds & Winter, P.A., a Maryland Professional Service Corporation, having its principal office at 251 East Baltimore Street, Hagerstown, Maryland at a meeting duly convened May 15, 1981, adopted the following:

RESOLVED: That it is advisable to amend the Charter by amending and changing the corporate name of said Corporation to Hagerstown Eye Specialists, Drs. Russell, Keener, & Edmonds, P.A.

SECOND: The Charter of the Corporation is amended as follows: Strike out Article 2 (amended May 29, 1980):

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

HAGERSTOWN EYE SPECIALISTS,
DRS. RUSSELL, KEENER, EDMONDS & WINTER, P.A.

and inserting in lieu thereof the following:

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

✓ HAGERSTOWN EYE SPECIALISTS,
DRS. RUSSELL, KEENER & EDMONDS, P.A.

THIRD: That proper notice was duly given to all Stockholders of record entitled to vote, setting forth the proposed Resolution and Amendment upon which action would be taken at a Special Meeting of Stockholders slated for May 16, 1981 at 12:30 p.m.

FOURTH: That said meeting was held and said amendment was unanimously passed by the Stockholders.

IN WITNESS WHEREOF, Hagerstown Eye Specialists, Drs. Russell, Keener, Edmonds & Winter, P.A. has caused these

presents to be signed in its name and on its behalf by its President, and its President's signature, witnessed by its Secretary this _____ day of _____, A.D., 1981.

Attest:

HAGERSTOWN EYE SPECIALISTS,
DRS. RUSSELL, KEENER, EDMONDS
& WINTER, P.A.

By Robert M. Russell
Robert M. Russell
President



STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY that on this 23rd day of July, A.D., 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert M. Russell, President of Hagerstown Eye Specialists, Drs. Russell, Keener, Edmonds & Winter, P.A., a Maryland Professional Service Corporation, and on behalf of said Corporation, and at the same time personally appeared Wilmer J. Keener, Secretary of said Corporation, acknowledging as secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in the Articles of Amendment, the same being true to the best of his information, knowledge and belief.

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

Diane Lee Rowe
Notary Public



ARTICLES OF AMENDMENT
OF

HAGERSTOWN EYE SPECIALISTS,
DRS. RUSSELL, KEENER, EDMONDS & WINTER, P.A.

Changing its name to:

HAGERSTOWN EYE SPECIALISTS,
DRS. RUSSELL, KEENER & EDMONDS, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 29, 1981 at 10:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2514, folio 2552 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Edwin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 114493

MAR 4 11 47 AM '82
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

Received For Record march 4, 1982 at 11:47 o'clock am liber 31
CLEAR SPRING BIBLE CHURCH, INC.

ARTICLES OF INCORPORATION MAR - 03 2A E 1 203 *****2.50

FIRST: The undersigned, all being adult persons at least eighteen (18) years of age duly elected by the Members (as hereinafter defined) of the congregation of the Clear Spring Bible Church, Inc. (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Subchapter 3 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation and the church is:

CLEAR SPRING BIBLE CHURCH, INC.

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

(1) The purposes for which the Religious Corporation is formed are:

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be

contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers, or other private persons, except that the Religious Corporation shall be authorized and empowered

to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on:

(a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, Section (1), are the following:

(i) to establish and maintain a church which shall provide for a manner of worship and prayer in accordance with Church Universal traditions;

(ii) to establish, maintain and conduct a school for religious instruction of children and adults;

(iii) to further all religious and charitable work; and,

(iv) for such purposes to adopt and establish Articles of Incorporation, By-Laws, rules and regulations in accordance with applicable law.

(d) In this Plan:

(i) references to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, (including the publishing or distributing of statements), in any political campaign on behalf of any candidates for public office; and,

(ii) the term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954, and only such purposes as also shall also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

(2) The time and manner for election and succession of Trustees is as follows: The Trustees shall be elected and their successors continued at a time and place ordinarily used for public meetings of the Religious Corporation, by the individuals who, according to the custom and usage of the Religious Corporation, have a voice in the management and direction of the congregational or temporal affairs of the Religious Corporation. A majority of all the votes cast by adult Members at an annual meeting of the Members (as hereinafter defined) at which a quorum is present shall be sufficient to elect a Trustee.

(3)(a) A person shall be a Member of the Religious Corporation and, as such, shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a Trustee and officer of the Religious Corporation if:

(i) such person is a Trustee of the Religious Corporation on the date these Articles of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"); or

(ii) such person shall be designated, as such, by the affirmative vote of a majority of the entire Board of Trustees within two (2) months of a date these Article of Incorporation are accepted for record by the Department.

(iii) such person shall be accepted as a member by a majority vote of the entire Board of Trustees.

(iv) all Officers and Trustees of the Religious Corporation shall be males. No member shall be eligible to be elected an Officer or Trustee of the Religious Corporation until such member has been a member of the Religious Corporation for a period of one year.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) the annual dues imposed by the Religious Corporation on such Member are promptly paid by such Member; and

(ii) all rules and regulations of the Religious Corporation, as determined by the Trustees, are substantially complied with by such Member; and

(iii) such Member continues to participate in the congregational and temporal affairs of the Religious Corporation.

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3)(b), then such

Member may be disqualified and removed as a Member by a majority vote of the entire Board of Trustees.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The address of the principal place of worship of the Religious Corporation is West Cumberland Street, Clear Spring, Maryland 21722. The name and address of the resident agent of the Religious Corporation is Harold Cavender whose address is Route 1, Big Pool, Maryland 21711.

SIXTH: The initial number of Trustees of the Religious Corporation is twelve (12), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than Five (5), nor more than Fifteen (15). The names and addresses of those persons serving as initial Trustees are:

William Lawrence Hornbaker
Route 1
Clear Spring, Maryland 21722

Michael Lynn Trumpower
Route 3
Clear Spring, Maryland 21722

Gordon Richard Mills
Route 2
Clear Spring, Maryland 21722

Mason Brotherton Munday
115 Cumberland Street
Clear Spring, Maryland 21722

Dennis Cavender
Route 2
Warfordsburg, Pennsylvania 17267

Pastor Carroll M. Churchey
132 Cumberland Street
Clear Spring, Maryland 21722

Harold Cavender
Route 1
Big Pool, Maryland 21711

Eben Conner
Route 1
Big Pool, Maryland 21711

Roy Snyder
Route 1
Big Pool, Maryland 21711

Jesse Cavender
Route 2
Warfordsburg, Pennsylvania 17267

John Blair
Route 1
Big Springs, Maryland 21712

Paul David Hose, Jr.
17 South Main Street
Clear Spring, Maryland 21722

SEVENTH: The Religious Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications of, and other matters relating to, its Members shall be as set forth in these Articles of Incorporation and the By-Laws of the Religious Corporation.

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporation is located (if not then located in Washington County), or by the Circuit Court for Washington County if such principal place of worship is then located in Clear Spring, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

NINTH: The Religious Corporation may by its By-Laws make any other provisions or requirements for the arrangement or

conduct of the business of the Religious Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 10 day of July, 1981 and we acknowledged the same to be our acts.

WITNESS:

William Hornbaker
William Hornbaker

Michael Trumpower
Michael Trumpower

Gordon Mills
Gordon Mills

Mason Munday
Mason Munday

Dennis Cavender
Dennis Cavender

Carroll M. Churchey
Carroll M. Churchey

Harold Cavender
Harold Cavender

Eben Z. Conner
Eben Conner

Roy Snyder
Roy Snyder

Jessie Cavender
Jessie Cavender

John L. Blair
John Blair

Paul David Hose, Jr.
Paul David Hose, Jr.

ARTICLES OF INCORPORATION
OF
CLEAR SPRING BIBLE CHURCH, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 27, 1981 at 10:00 o'clock A M. as in conformity
with law and ordered recorded.

9

Recorded in Liber 2514, folio 2418, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 10.00 Special Fee paid \$ _____
2.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Devin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 114466

MAR 4 11 47 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

FIRST: We, the undersigned, Larry G. Hoffman, whose post office address is Rt. 2 Box 145 Boonsboro, Md. 21713, John J. Martin whose post office address is Rt. 1 Box 112-M Boonsboro, Md. 21713, and Robert H. Keeler, whose post office address is Ijamsville, Md. 21754, each being at least twenty-one years of age, do hereby associate ourselves as incorporators 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 BLUE RIDGE REALTY, INC.

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

(a) To build, construct, demolish, remodel, renovate, repair and otherwise improve residential, farm, recreational, commercial, and industrial properties and facilities of all kinds.

(b) To engage in all phases of farming activities, the raising of animals, timbering, and mining.

(c) To manage, operate and maintain rental properties, inns, lodges, cabins, camps, recreational facilities, stables, hotels, apartment houses, rooming houses, hospitals, nursing and rest homes, commercial and store buildings, office and industrial buildings, restaurants, dining rooms, and other dwelling, eating, and lodging places, and places of work.

(d) 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.

(e) To Purchase, lease or otherwise acquire, hold, develop, subdivide, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

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

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

(h) 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.

(i) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, trade or deal in, 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 any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

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

(k) 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 purchases, or any other lawful consideration, and to secure the payment thereof and of the interest thereon, by

mortgage upon, or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights, whether at the time owned or thereafter acquired; and to sell, pledge, discount or otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

(m) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and 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 of business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 19 Public Square, Post Office Box , Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is Larry G. Hoffman, Rt. 2, Box 145, Boonsboro, Maryland 21713. Said Resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is One Thousand (1000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

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; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Larry G. Hoffman, John J. Martin, Robert Keeler.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 29 day of JUNE, 1981.

WITNESS:

Beverly L. Dusing Larry G. Hoffman (Seal)
Larry G. Hoffman

WITNESS:

Beverly L. Dusing John J. Martin (Seal)
John J. Martin

WITNESS:

Ida S. Wilson Robert H. Keeler (Seal)
Robert H. Keeler

} as:

I hereby certify that on this 29th day of June, 1981, before me, the subscriber, a notary public of the State of Maryland in and for the County Of Washington, personally appeared Larry G. Hoffman, John J. Martin and Robert H. Keeler and severally acknowledged the foregoing Articles of Incorporation to be their act.

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



Beverly L. Dusing
Notary Public

My commission expires 7/1/82

ARTICLES OF INCORPORATION
OF
BLUE RIDGE REALTY, INC.

136

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 22, 1981 at 5 3:00 o'clock P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2514, folio 0812, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 114276

MAR 4 11 47 AM '82

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

Received For Record March 4, 1982 at 11:47 o'clock am corporation
liber 31

ARTICLES OF INCORPORATION

OF

MAR -4-82 A# 1 253 *****5.00

MASON DIXON AERO, INC.

The undersigned, being at least eighteen (18) years of age, do hereby associate to form a nonstock corporation under the general laws of the State of Maryland and to that end set forth the following:

- (a) The name of the corporation is Mason Dixon Aero, Inc.
- (b) The purposes for which the corporation is organized is the acquiring of airplanes and aircraft, and holding title thereto as tenants in common.
- (c) The undersigned incorporators shall constitute the original members thereof. Additional persons may be admitted membership in the manner provided by the bylaws.

The voting power and the property rights and interest of all members shall be equal. Each membership shall be entitled to one vote on any and all questions coming before the members. Every member of the corporation entitled to vote at any meeting of the members, may be represented and vote by proxy. The President will have an additional vote to be exercised only in the case of a tie vote of the Board of Directors.

- (d) The duration of the corporation is to be perpetual.
- (e) The officers of the corporation will consist of a President, a Vice-President, a Secretary/Treasurer, and a Maintenance Officer.

Officers will be appointed annually by a majority vote of all the members in the month of January of each year to serve for a term of one year thereafter.

Washington

- (f) The address of the initial registered office is P. O. Box 59, Cascade, Md. 21719.

The name of the city or county in which the initial registered office is located is the County of Washington.

The name of its initial registered agent is Aniello Prete, 2418 Paradise Dr., Hagerstown, Md. 21740; and he is a resident of Maryland and a director of the corporation.

(g) The number of directors constituting the initial board of directors is 4. The directors, other than the first board of directors, shall be elected at the annual meeting and each director elected shall serve until the next succeeding annual meeting and until his successor shall have been elected or qualified.

Any vacancy occurring in the board of directors may be filled by the affirmative vote of a majority of the remaining directors. A director elected to fill a vacancy shall be elected for the unexpired portion of the term of his predecessor in office.

The names and addresses of the persons who are to serve as the initial directors are:

<u>NAME</u>	<u>ADDRESS</u>
Donald E. Boline, President	3807 Clubhouse Drive Fayetteville, Pa. 17222
Shelby G. Sanders, Vice President	Route 2, Box 153 Boonsboro, Md. 21713
Aniello Prete, Secretary/Treasurer	2418 Paradise Drive Hagerstown, Md. 21740
Philip L. Hebb, Maintenance Officer	400 Englewood Road Hagerstown, Md. 21740

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on July 24, 1981, and severally acknowledge the same to be our act.

Donald E. Boline
Shelby G. Sanders
Aniello Prete
Philip L. Hebb
 INCORPORATORS

249

ARTICLES OF INCORPORATION
OF
MASON DIXON AERO, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 19, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2516, folio 3722, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 115441

MAR 4 11 47 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record March 4, 1982 at 11:47 o'clock am Corporation
Liber 31

ARTICLES OF INCORPORATION

OF

APR -4-82 A# 1 254 *****5.00

1823 1/2 PA. AVE., INC.

FIRST: I, ROLAND G. FUNK, whose post office address is 339 East Antietam Street, Hagerstown, Maryland 21740, being at least Eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is 1823 1/2 PA. AVE., INC.

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

1a. To buy, lease, hold, and exercise all privileges of ownership over such real estate as may be necessary or convenient for the conduct and operation of the business of the Corporation, or incidental thereto. In addition, to lease, purchase, sell, and otherwise deal in real estate of every kind, and nature whatsoever. Also, to own, sell, lease, and purchase real estate, including but not limited to, commercial, industrial, and residential real estate.

1b. To transact and carry on all kinds of agency business and, in particular, to act as a holding company in the field of real estate, and to negotiate loans or issue negotiable paper upon the same.

1c. To borrow money without limitation, give a lien on any of its property as security therefor in any manner permitted by law.

1d. To purchase or otherwise acquire, and to hold, own and exercise all rights of ownership in, and to sell, transfer or pledge shares of capital stock, bonds or debentures of any corporation or association.

1e. To draw, make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, drafts,

warrants, certificates and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which the Corporation is formed, and to give a lien on any of its property as security therefor.

lf. To acquire, own and develop any interest in patents, trade marks and copyrights connected with or incidental to the business of the Corporation.

lg. To sue and be sued, complain and defend.

lh. To do each and everything necessary, suitable or profitable for the accomplishment of any one of the purposes or the attainment of any one or more of the objects herein enumerated and to contract accordingly; as well as to exercise and possess all powers, rights and privileges necessary or incidental to the purpose for which the Corporation is organized or to the activity in which it is engaged; and, in addition, any other rights, powers and privileges, granted by the laws of this State to ordinary corporations except such that are inconsistent with the express provisions of the aforesaid general laws, and to do any such thing anywhere.

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 339 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is ROLAND G. FUNK, 339 East Antietam Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000)

shares of common stock, with a par value of Ten and 00/100(\$10.00) Dollars per share.

SIXTH: The number of Directors of the Corporation shall be Two (2), which numbers 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 but not less than one; and

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: ROLAND G. FUNK and ANNA L. FUNK.

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.

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.

EIGHT: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of 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 in 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 representatives in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter

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

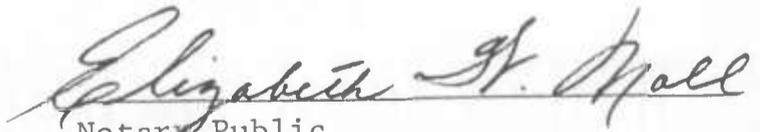
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of August, 1981, and I acknowledge the same to be my act.


 Roland G. Funk
 Incorporator

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 14th day of August, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ROLAND G. FUNK, who acknowledged to me that the foregoing Articles of Incorporation is his own act and deed and that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.


 Notary Public



My Commission Expires:
 July 1, 1982

ARTICLES OF INCORPORATION
OF
1823 1/2 PA. AVE., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 20, 1981 at 12:00 o'clock Noon ~~M~~-as in conformity
with law and ordered recorded.

6

Recorded in Liber 2516, folio 3599, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Queller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 115420

MAR 4 11 47 AM '82
LIBER _____ FOLIO _____
1 AND _____

Received For Record March 4, 1982 at 11:47 oclock am
liber 31

TRI-STATE SURGICAL SUPPLY COMPANY

ARTICLES OF AMENDMENT MAR -4-82 A# 1 255 *****5.00

Tri-State Surgical Supply Company, a Maryland corporation having its principal office at 7165 Oakland Mills Road, Columbia, Maryland 21045 (hereinafter called the corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The charter of the Corporation is hereby amended by striking out Paragraphs Sixth, Seventh, Ninth and Tenth of the articles of incorporation and inserting in lieu thereof the following:

A. The corporation shall be a Close Corporation as authorized by Title 4, Corporations and Associations Article, Annotated Code of Maryland.

B. The corporation shall have no Board of Directors. This election to have no Board of Directors shall become effective upon approval of these Articles of Amendment by the State Department of Assessments and Taxation of Maryland.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on August 7, 1981, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held on August 7, 1981.

THIRD: Notice setting forth the said amendment of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law, to all stockholders entitled to vote thereon.

FOURTH: The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of 100% of the stock entitled to vote thereon.

FIFTH: 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.

TRI-STATE SURGICAL SUPPLY COMPANY

By Daniel Anthony Pres.
Daniel Anthony, President

ATTEST:

Sandra Anthony
Sandra Anthony, Secretary

STATE OF MARYLAND, COUNTY OF HOWARD, to wit:

I hereby certify that on this 19th day of August, 1981, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Howard, personally appeared Daniel Anthony, President of Tri-State Surgical Supply Company, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation; and at the same time personally appeared Sandra Anthony and made oath in due form of law that she was secretary of the meeting of the stockholders of said corporation at which the amendment of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true.

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

Eugene W. Pierelli
Eugene W. Pierelli, Notary Public

ARTICLES OF AMENDMENT
OF
TRI-STATE SURGICAL SUPPLY COMPANY

248

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 20, 1981 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2516, folio 3535 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the _____ Circuit Court of _____ Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Neuber



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 115409

MAR 4 11 47 AM '82

LIBER _____ FOLIO _____

LAND _____
VACANT LAND CLERK

THE BETHEL PENTACOSTAL CHURCH OF THE ASSEMBLIES OF GOD

ARTICLES OF AMENDMENT

Received For Record March 4, 1982 at 11:47 o'clock am
 liberr 31

ok
wgs

The Bethel Pentacostal Church of the Assemblies of God, a Maryland Religious Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out that portion of Paragraph 2 which names the Corporation as The Bethel Pentacostal Church of the Assemblies of God and inserting in lieu thereof the following:

The name of the Corporation is: Bethel Assembly of God Church - Hagerstown.

SECOND: The Board of Trustees of the Corporation, at a meeting duly convened and held on January 4, 1981, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Members of the Corporation to be held on 16 January 1981.

THIRD: Notice setting forth the said amendment of charter and stating that a purpose of the meeting of the members would be to take action thereon, was given as required by law, to all members of the Corporation entitled to vote thereon. The amendment of the charter of the Corporation as hereinabove set forth was approved by the members of the Corporation at said

meeting by a unanimous vote.

THE UNDERSIGNED, being the President, the Deacons, and Trustees of The Bethel Pentacostal Church of the Assemblies of God have executed this Article of Amendment on behalf of said Corporation, of which this certificate is made a part, and each hereby acknowledges, in the name and on behalf of said Corporation, the following Articles of Amendment to be advisable and the corporate act of said Corporation and further certify that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature
and Corporate Seal:

Miriam Garns
Secretary
Miriam Garns

Board of Deacons-

THE BETHEL PENTACOSTAL CHURCH OF
THE ASSEMBLIES OF GOD

By Rev. Archie Strong
President Rev. J. Archie Strong

Eldin M House
David Anthony
David H. Anthony
Eldin House

Raymond James
Raymond James

Leroy Logue
Leroy Logue

John Miller
John Miller

Eugene W. Smith
Eugene Smith

Charles Snyder
Charles Snyder

Donald R. Bowers
Donald Ray Bowers

John Canby
John Canby

Kenneth E. Dennis
Kenneth Dennis

Don Lidstone
Don Lidstone

William Suffecool
William Suffecool

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY that on this 3RD day of JULY, A.D., 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared the President, the Deacons, and the Trustees of The Bethel Pentecostal Church of the Assemblies of God, and whose names are set forth above, who in the name and on behalf of The Bethel Pentecostal Church of the Assemblies of God acknowledged the foregoing Articles of Amendment to be the corporate act of said religious corporation and further made oath in due form of law that the matters and facts set forth in the said Articles of Amendment with respect to the approval thereof are true and correct to the best of their knowledge, information and belief.

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

E. L. Charles Carter
Notary Public

My Commission Expires:
1 July 1982

ARTICLES OF AMENDMENT

OF

THE BETHEL PENTACOSTAL CHURCH OF THE ASSEMBLIES OF GOD

Changing its name to:

BETHEL ASSEMBLY OF GOD CHURCH - HAGERSTOWN

approved and received for record by the State Department of Assessments and Taxation of Maryland August 10, 1981 at 11:00 o'clock A M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2516, folio 1769 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 10.00 Special Fee paid \$ _____
2.58

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Muller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 115202

MAR 4 11 47 AM '82
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

Received For Record March 4, 1982 at 11:47 o'clock am
Corporation Liber 31

MAR -11-82 A# 1 257 *****5.00

ARTICLES OF INCORPORATION
OF
DIVERSIFIED ENERGY TECHNOLOGY, INC.

FIRST: I, Joseph L. Renner, whose post office address is 293 McCrossin Avenue, Fayetteville, Pennsylvania 17222, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: Diversified Energy Technology, Inc.

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

(1) To sell, install, maintain, and manage energy conservation equipment in residential, commercial and industrial buildings.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 2, Box 96, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Larry L. Funk, Route 2, Box 96, Boonsboro, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

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

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

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but 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: Joseph L. Renner, Larry L. Funk and Bonita L. Renner.

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

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.

(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.

NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-148 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 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 proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by

stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of July, 1981, and I acknowledge the same to be my act.

WITNESS:

Lusan Elgin Baumgardner

Joseph L. Renner (SEAL)
Joseph L. Renner

ARTICLES OF INCORPORATION
OF
DIVERSIFIED ENERGY TECHNOLOGY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 10, 1981 at 2:30 o'clock P. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2515, folio 247A, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Muller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 114920

MAR 4 11 47 AM '82

LIBER _____ FOLIO _____

Received For Record March 4, 1982 at 11:47 o'clock am corporation
liber 31 ARTICLES OF INCORPORATION

OF
POLLARD EXPLORATION COMPANY, LTD.

I Richard B. Pollard of 2310 Bluebird land, Midland Texas 79703, being at
least 21 years of age, do hereby organize a business corporation for profit
under and by virtue of the general laws of the State of Maryland authorizing
the organization of corporations.

MAR-11-82 AM 1 2:58 *****5.00

CORPORATION NAME: The name of the corporation hereby organized is:

POLLARD EXPLORATION COMPANY, LTD.

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

(A) To engage in the business of drilling for, mining, or otherwise
exploring for natural gasses, crude oil, or other minerals, metals or hydro-
carbons of every type or description, wherever located, both within and with-
out the State of Maryland; and to sever such oils, metals or minerals or
other hydrocarbons by way of mines ^{AND} mines of every type or description,
wells or other devises; and to sell market or other wise dispose of such
products; and

(B) To do any act or thing necessary, desirable or convient in futher-
ance of the business or purpose for which the corporation is formed,
including, but not limited to, borrowing or lending money; leasing or
purchasing, selling or letting or otherwise disposing of real or personal
property or any rights or interest therein; and

(C) To the same extent that natural persons might or could do, to
engage in any business and to do any lawful act or thing not prohibited
to corporations by the general laws of the State of Maryland either alone
or in conjunction with any other person, firm, association or corporation
within or without the State of Maryland.

CAPITALIZATION: The total capital stock which the corporation is authorized
to issue is ONE MILLION (1,000,000) shares all of one class, common, of the
par value of ten cents (.10¢) per share; the cummlitative par value of all
the capitol stock which the corporation is authorized to issue is ONE HUNDRED
THOUSAND DOLLARS (\$100,000)

REGISTERED OFFICE AND RESIDENT AGENT: The principle office of the corporation
in the State of Maryland shall be located at 1910 Dual Highway, Hagerstown
Maryland 21740. The resident agent of the corporation is Nick Giannaris whose
post office address is 1910 Dual Highway Hagerstown Maryland 21740; Said
resident agent is an adult citizen of the State of Maryland and actually
resides therin.

DIRECTORS : The business and affairs of the corporation shall be directed by at least three (3) directors (which number may be increased pursuant to the corporate by-laws) The names and address of the initial board of directors (who shall serve until their successors are duly chosen and qualified) are as follows.

Richard B. Pollard P.O. Box 8322 Midland Texas 79703

Robert W. Pollard 2310 Bluebird Lane Midland Texas 79703

Janet L. Pollard 2310 Bluebird lane Midland Texas 79703

DURATION: The duration of the corporation shall be perpetual.

IN WITNESS THEREOF, I have executed these Articles of Incorporation this 30th day of July 1981, and acknowledge the same to be my act and deed.


Richard B. Pollard

ARTICLES OF INCORPORATION
OF
POLLARD EXPLORATION COMPANY, LTD.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 7, 1981 at 8:45 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2515, folio 2457 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Trulley



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 114916

MAR 4 11 47 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

~~0308~~
171

MS - 82 A 1 259 *****5.00

ARTICLES OF INCORPORATION

Received For Record March 4, 1982^{OF} at 11:47 oclock am corprlation liber
31 BLUE RIDGE SPRINKLER CO. INC.

(A CLOSED CORPORATION PURSUANT TO THE ANNOTATED CODE OF MARYLAND,
CORPORATIONS AND ASSOCIATIONS, TITLE FOUR)

FIRST: The Undersigned, Ralph J. Bogue, whose post
office address is Box 312, Greenstone, Pennsylvania 17227, being
at least eighteen (18) years of age, does hereby form a
Corporation under and by virtue of the General Laws of the State
of Maryland.

SECOND: The name of the Corporation (which is hereinafter
called the "Corporation:") is Blue Ridge Sprinkler Co., Inc.

THIRD: The Corporation shall be a closed Corporation
as authorized by Title Four, Corporations and Associations,
Annotated Code of Maryland.

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

A. To engage in and carry on the business of design and
installation of automatic sprinkler systems. Design and
installation of fire detection systems, design and installation
of fire detection equipment, design and installation of electrical
and mechanical engineering systems and design and installation
of other support systems for automatic sprinkler and fire
detection equipment and systems, to operate and maintain auto-
matic sprinkler systems and fire detection systems and other
related systems, to purchase and acquire, own, sell and otherwise
dispose of and generally to trade and deal in and with the
retail and wholesale of all and every type of goods which can
be reasonably be anticipated to be involve the above type of
transaction, to operate and maintain automatic sprinkler and
fire detection systems, including all the necessary services,
either on it's own behalf or on behalf of other corporations,
associations, or individuals.

B. To purchase, lease, exchange, and otherwise acquire any and all rights, permits, privileges, franchises and concessions suitable or convenient for the purposes of this Corporation.

C. To conduct and carry on any other similar businesses which may be capable of being profitable carried on in connection with the Corporation's businesses or to carry on any similar businesses that are adapted directly or indirectly to add to the value of the Corporation's property and the profits of its authorized businesses which are permissible and in conformity with the Laws of the State of Maryland.

D. To purchase or otherwise acquire and to own, develop sell, lease, exchange, mortgage or otherwise dispose of, real estate, chattels real and all interest and rights therein.

E. The foregoing enumeration of the purposes, objects and businesses of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and it is expressly provided that said enumeration of the specific powers shall not be held to limit or restrict in any manner the objects, purposes and powers of the Corporation.

FIFTH: The post office address of the principal office of the Corporation in Maryland is P. O. Box 384 Cascade, Maryland 21719. The name and post office address of the resident agent of the corporation in Maryland is Marshall V. Grier, 144 Equitable Building, Baltimore, Maryland 21202. Said resident agent is a citizen of Maryland and actually resides therein.

SIX: There shall be one(1) class of stock issued, and all stock of such class shall be a voting stock. The corporation shall have authority to issue one-hundred (100) shares of stock being of no Par Value.

SEVENTH: After either the time of the completion of the organization meeting or the issuance of one or more shares of

stock of the corporation, which ever is later, the Corporation shall have no Board of Directors, but until such time the corporation shall have one (1) director, Ralph J. Bogue.

EIGHT: The Corporation reserves the right to amend, alter, change or repeal any provisions named in these Articles of Incorporation in the manner now or hereafter prescribed by Statute and all rights conferred upon Stockholders herein are granted subject to this reservation.

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

TENTH: The duration of the Corporation shall be perpetual.

It is the intention that the foregoing clauses be broadly construed both as to purposes and powers, and generally that the Corporation shall be authorized to exercise and enjoy all other powers and rights granted or conferred upon Corporations of this character by the laws of the State of Maryland, and the enumeration of certain powers as herein specified is not intended as exclusive or as a waiver of any of the powers, rights or privileges granted or conferred by the laws of the state of Maryland, now or hereafter in force.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge the same to be my act, this 15 day of JULY, 1981.

WITNESS:
Marshall V. Bogue
Ralph J. Bogue (SEAL)
Ralph J. Bogue

ARTICLES OF INCORPORATION
OF
BLUE RIDGE SPRINKLER CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 3, 1981 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2515, folio 0301 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Edwin Mueller



BW

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD **A** 114660

MAR 4 11 47 AM '82

LIBER _____ FOLIO _____

Received For Record March 4, 1982 at 11:47 o'clock am corporation
liber 31

ARTICLES OF AMENDMENT

AR-1-82 A 1 260 *****5.00

POTOMAC ANESTHESIA ASSOCIATES, DRS. HAAK & WILSON, P.A.

A Maryland Professional Service Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation" hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article 2 and inserting in lieu thereof the following:

POTOMAC ANESTHESIA ASSOCIATES, DRS. HAAK, WILSON, VOLCJAK & ATHERTON, P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on June 2, 1981, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held on June 3, 1981.

THIRD: Notice setting forth the said amendment of charter and stating that a purpose of the meeting of the Stockholders would be to take action thereon, was given as required by law, to all Stockholders of the Corporation entitled to vote thereon. The amendment of the charter of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of Potomac Anesthesia Associates, Drs. Haak & Wilson, P.A., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Appear to Signature
and Corporate Seal:
ABL
Secretary

POTOMAC ANESTHESIA ASSOCIATES,
DRS. HAAK & WILSON, P.A.
Paul Haak
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY that on this *23rd* day of *July* A.D., 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul Haak M.D., President of Potomac Anesthesia Associates, a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are

true and correct to the best of his knowledge, information and belief.

WITNESS my hand and official notarial seal the day and year last above written;



Commission Expires:
July 1982

Laura S. Hull
Notary Public



ARTICLES OF AMENDMENT

OF

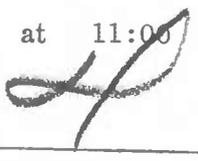
150

POTOMAC ANESTHESIA ASSOCIATES, DRS. HAAK & WILSON, P.A.

Changing its name to:

POTOMAC ANESTHESIA ASSOCIATES, DRS. HAAK, WILSON,
VOLCJAK & ATHERTON, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 30, 1981. at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.



Recorded in Liber 2514, folio 3008 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 4 11 47 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 114555

Received For Record March 4, 1982 at 11:47 o'clock am corporation
Liber 31 VIDEO VISION, INC.

MAR -4-82 A# 1 261 *****5.00

ARTICLES OF INCORPORATION

FIRST: I, Thomas A. Wade, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Video Vision, Inc.

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

(1) To conduct a business providing services and utilization of audio-visual productions in the City of Hagerstown, State of Maryland, and elsewhere within and without the State.

(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 43 North Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Michael B. Wicklein, 43 North Avenue, Hagerstown, Maryland 21740. Said Resident Agent is actually residing in this State.

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

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Michael B. Wicklein and Susan K. Saum.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and 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 (1) 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 Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of July, 1981, and I acknowledge the same to be my act.

WITNESS:

Debra J. Snyder

Thomas A. Wade
Thomas A. Wade

ARTICLES OF INCORPORATION
OF
VIDEO VISION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 29, 1981 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2514, folio 2574, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 114500

MAR 4 11 47 AM '82

LIBER _____ FOLIO _____

LAND _____ CLERK

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

To the Clerk of the Circuit Court for Washington County

Pursuant to Article 23, Section 56(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an agreement of merger has been filed in its office by:

 THE MARYLAND RIBBON COMPANY (MD. CORP.)

which said agreement of merger was duly approved by said Department on

 C.M. OFFRAY & SON, INC. (N. Y. CORP.) Survivor

and in accordance with said Article and Section of the Code it is further certified:

(a) The names of the merging corporations are

 THE MARYLAND RIBBON COMPANY (Md Corp.)

(b) The name of the new corporation is

 C.M. OFFRAY & SON, INC. (N. Y. CORP.) Survivor

(c) The location of the principal office of the new corporation is

(d) The Agreement of Merger is dated December 28, 1981

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was

 December 30, 1981 at 3:00 PM

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF ARTICLES OF Sale & Transfer

To the Clerk of the Circuit Court for Washington County

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of Sale & Transfer has been filed in its Office by

Stern, Finegan & Winik, P. A. 118 W. Church Street Box 703 Frederick, Md. 2170

which said Articles of Sale & Transfer were duly approved by said Department on December 4, 1981 at 3:00 PM and in accordance with said Articles and Section of the Code, it is further certified:

(a) The name of the transferor is _____

Burger And Rhodes, Inc. (Md. Corp.) Transferor

the name of the transferee is _____

SOUTH MOUNTAIN CORPORATION (Md Corp.) Transferee

(b) The location of the principal office of the transferee is _____

Washington County

(c) The Articles of Sale & Transfer are dated October 14, 1981

(d) The time of receipt for record of the Articles of Sale and Transfer in the office of the State Department of Assessments and Taxation was _____

December 4, 1981 at 3:00 PM

Received for Record March 23rd, 1982 At 1:50 P.M. LIBER 31

ARTICLES OF INCORPORATION

OF

AS 17 32 A# 11652 *** *5.00

THE PSILLAS ORGANIZATION, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Mary Pat Jacobs, whose address is 16th Floor, 100 South Charles Street, Baltimore, Maryland 21201, being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

THE PSILLAS ORGANIZATION, INC.

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

(a) To act as broker and as agent for the acquisition and sale of insurance policies and insurance coverage of any nature whatsoever, including, but not limited to, all forms of group insurance; and to act as agent for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, boiler, elevator, accident, health, burglary, rent, marine, credit and life insurance, and all other kinds of insurance, the collection of premiums, and doing such other business as may be delegated to agents by such companies; and to conduct a general insurance agency and insurance brokerage business.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation or which shall be conducive to or expedient for the protection or benefit of the Corporation.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object or business to exclude any other purpose, object or business authorized or permitted by law.

FOURTH: The address of the principal office of the Corporation in this State is 55 East Washington Street, Hagerstown, Maryland 21740.

FIFTH: The Resident Agent of the Corporation is William G. Psillas, whose address is 55 East Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State 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, no par value, all of one class.

SEVENTH: The Corporation shall have a Board of one (1) Directors. The number of Directors may be increased or decreased in accordance with the Bylaws of the Corporation but shall never be less than the minimum number required by the provisions of the Maryland General Corporation Law. The name of the Director who shall act as such until the first annual meeting of the Stockholders and until his successors are duly elected and qualify is:

WILLIAM G. PSILLAS

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

(a) 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.

(b) Except as otherwise provided in this Charter or by the Bylaws of the Corporation, as from time to time amended, the business of the Corporation shall be managed under the direction of its Board of Directors, which shall have and may exercise all the powers of the Corporation except such as are by law or this Charter or the Bylaws conferred upon or reserved to the Stockholders. Additionally, the Board of Directors of the Corporation is hereby specifically authorized and empowered from time to time in its discretion:

(1) To authorize the issuance or sale from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation;

(2) By articles supplementary to this Charter, to classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.

NINTH: No holder of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

TENTH: Except as the Bylaws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served either the Corporation or any other entity at the request of the Corporation, in any capacity, while an officer or Director of the Corporation. Except as the Bylaws may otherwise provide, no other indemnification shall be provided for any officer or Director and no indemnification shall be provided for any employee or agent of the Corporation or any other entity

unless the Board of Directors shall, in its discretion, subject to the Bylaws, so direct.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act on this 16th day of September, 1981.

Mary Pat Jacobs
Mary Pat Jacobs,

ARTICLES OF INCORPORATION
OF
THE PSILLAS ORGANIZATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 16, 1981 at 3:00 o'clock ^P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2519, folio 0788 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Edwin Muller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD **A** 116418

MAR 23 1 50 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record March 23rd, 1982 At 1:50 P.M. LIBER 31
48 23-R2 AE 11653 *****5.00

CONSERVIT SECURITIES CORPORATION
ARTICLES OF INCORPORATION

FIRST: I, Steven R. Silberman, whose post office address is 200 Court Square Building, Baltimore, Maryland 21202, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To engage in investment banking and investment-related activities, including, but not limited to, acting as a broker-dealer and market maker in United States Government securities, United States Government agency securities, money market instruments, financial futures, equity securities, options and other interest-bearing and interest-oriented instruments.

(2) To engage in portfolio management and the arrangement of financing for corporations or other entities, by underwriting such financing or by any other means.

(3) To act as a futures commissions merchant as such term is defined in the Commodity Exchange Act and/or as an options dealer.

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

(5) 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 P.O. Box 1517, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Sidney S. Metzner, 322 Irvin Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Sidney S. Metzner, George S. Sellers, III, and Barrett J. Penan.

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.

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 Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of September, 1981, and I acknowledge the same to be my act.


STEVEN R. SILBERMAN

ARTICLES OF INCORPORATION
OF
CONSERVIT SECURITIES CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 15, 1981 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber *2519*, folio **0089**, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Qualter



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 116329

MAR 23 1 50 PM '82

LIBER _____ FOLIO _____

LAND _____

REICHMUTH & ASSOCIATES, INC.

ARTICLES OF SALE AND TRANSFER

APR 23 1982 A# 11654 *****5.50

Received for Record March 23rd, 1982 At 1:51 P.M. LIBER 31
Articles of Sale and Transfer are entered into this 13th

day of April 1981 by and between Reichmuth & Associates, Inc.,
a Maryland Corporation hereinafter sometimes referred to as the
"Transferor" and The Old South Mountain Inn, Inc., a Maryland
Corporation, hereinafter referred to as "Transferee".

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, to
transfer, and assign substantially all of its property and
assets to Transferee composed of tangible and intangible
personal property.

SECOND: Transferor is a Maryland Corporation in good
standing formed under the laws of the State of Maryland on 6
March 1971. Its principal office is Route 3, P.O. Box 459,
Boonsboro, Maryland 21713.

THIRD: Transferee is a Maryland Corporation in good
standing and formed under the laws of the State of Maryland on
6 March 1981. Its principal office is Route 3, P.O. Box 459,
Boonsboro, Maryland 21713.

FOURTH: The Transferor and the Transferee do not own an
interest in land in the State of Maryland.

FIFTH: The nature and amount of the consideration to be
paid by Transferee for the tangible and intangible personal
property hereby transferred to it as more particularly
described in Article SEVENTH herein is Two Hundred Twenty
Thousand (\$220,000.00) Dollars to be paid in accordance with

the terms of a Sales Agreement dated 13 April, 1981 by and between Transferor and Transferee.

SIXTH: The Boards of Directors of Transferor and Transferee adopted resolutions declaring that the sale and transfer of the tangible and intangible personal property as hereinafter set forth is advisable and directed that these Articles of Sale and Transfer be submitted to the shareholders of Transferor and Transferee for approval, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charters of Transferor and Transferee. The shareholders of Transferor and the Transferee have adopted resolutions approving these Articles of Sale and Transfer, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor and the Transferee.

SEVENTH: In consideration of the payment to Transferor as provided in the Agreement of Sale as above recited in Article FIFTH, Transferor does hereby bargain, sell, grant, convey and assign to Transferee:

(a) All of the furniture, fixtures, dishes, utensils, table cloths, and napkins as well as any other items or tangible personal property of which Transferor is presently possessed and which it uses in the operation of its restaurant facilities.

(b) All of the kitchen equipment, fixtures and utensils of which the Transferor is presently possessed and which it used

in the operation of the kitchen at the Inn.

(c) All of the furniture and fixtures, including office equipment of which the Transferor is presently possessed as are used by it in the operation and management of the Inn.

(d) Such business records, menus, and recipes as are being utilized in the operation of the Inn, at the execution of the Articles of Sale and Transfer.

(e) Such goodwill in the Inn as the Transferor may possess, together with the telephone number of the Inn.

EIGHTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation, and Transferee, a Maryland Corporation. It is understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and performed entirely within the State of Maryland.

IN WITNESS WHEREOF, Reichmuth & Associates, Inc. and The Old South Mountain Inn, Inc., have caused these Articles of Sale and Transfer to be signed and acknowledged on behalf of the Transferor and Transferee Corporations by its President and attested by its Secretary.

Attest to Signature and Corporate Seal:

Reichmuth & Associates, Inc.

Wayne R. Mills
Secretary

BY Charles F. Reichmuth
Charles F. Reichmuth
President

Attest to Signature
and Corporate Seal:

THE OLD SOUTH MOUNTAIN INN, INC.

Judy M. Schwartz
Judy M. Schwartz
Secretary

By *Russell L. Schwartz*
Russell L. Schwartz
President

The undersigned, President of Reichmuth & Associates, Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said Corporation and further certifies, that to the best of his knowledge, information, and belief, the matters and facts set forth therein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

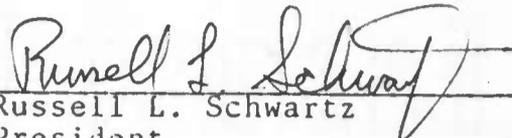
THE OLD SOUTH MOUNTAIN INN, INC.

By *Charles F. Reichmuth*
Charles F. Reichmuth
President

The undersigned, President of The Old South Mountain Inn, Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said Corporation and further certifies,

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

THE OLD SOUTH MOUNTAIN INN, INC.

By 
Russell L. Schwartz
President

ARTICLES OF SALE AND TRANSFER

BETWEEN

316

REICHMUTH & ASSOCIATES, INC. (MD. CORP.) Transferor

AND

THE OLD SOUTH MOUNTAIN INN, INC. (MD. CORP.) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland September 15, 1981 at 10:30 o'clock A M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2519, folio 0001 of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 22.00 Special Fee paid \$ 5.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Edwin Qualbe



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 116309

MAR 23 1 51 PM '82

LIBER FOLIO

LAND VAUGHN J. BAKER, CLERK

Received for Record March 23rd, 1982 At 1:51 P.M. LIBER 31
ARTICLES OF AMENDMENT
AND RESTATEMENT OF CHARTER OF
AGRICULTURAL AND MECHANICAL ASSOCIATION
OF
WASHINGTON COUNTY

The Charter of the Corporation is hereby amended by striking out all of the sections of the Charter except Section 1 as set forth in and re-enacted by Section 1 of Chapter 497 of the Acts of the General Assembly of Maryland of 1924, and except Section 9A as set forth in and re-enacted by Section 1 of Chapter 173 of the Acts of the General Assembly of Maryland of 1900 and by inserting in lieu thereof the following sections designated as Sections 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11, to the end that the Charter of the said Corporation as amended and restated shall read as follows, to-wit:

"Section 1. Be it enacted by the General Assembly of Maryland, that Park O. Beaver, Frank C. Downey, Roy J. Garlett, Kenneth M. Green, Sr., Irwin Hoffman, Joseph H. McElwee, Seth Schnebly, Herman L. Stockslager, and John E. Corderman, of Washington County, Maryland, and all other persons who are now members, or may hereafter become members of the society known as the Agricultural and Mechanical Association of Washington County, and their successors, be, and they are hereby created a corporation, for the promotion and encouragement of agriculture and the mechanical arts, in all their branches, by the name and style of the Agricultural and Mechanical Association of Washington County, and by that name shall have perpetual succession, sue and be sued, implead and be impleaded, answer and defend, in any court of law or equity in this State, shall have, make and use a common seal, and the same break, change or renew at pleasure, shall take hold and possess real and personal property by gift, grant, purchase, bequest or devise, to be used for the general purposes of the association, and the same, or any part thereof, grant, sell, transfer, lease and convey; shall have full power and authority to establish agricultural and mechanical exhibitions, and regulate the same, grant premiums, and to any matter or thing, in its judgment, conducive to the objects of the association hereinbefore expressed, and shall ordain and establish such by-laws and regulations, not contrary to the laws of this State, or this act, as shall be necessary or convenient for conducting the affairs of the corporation."

(Copied from Section 1 as set forth in SECTION 1 of Chapter 497 of the Acts of the General Assembly of Maryland of 1924, excepting the names.)

Section 2. In addition to the purposes hereinabove specifically set forth, the purposes for which the Corporation is formed are as follows:

(a) To establish and maintain suitable grounds and a track for various kinds of racing meets in Washington County, Maryland, with necessary buildings, erections, and improvements and to conduct on said grounds various kinds of agricultural and mechanical exhibitions, and to sponsor and conduct various kinds of contests of speed and races of every kind and description, for premiums, purses, and other awards made up from fees or otherwise and to charge the public admission thereto and to said grounds and track, and to let such rights and privileges to others; to conduct restaurants, cafes, and other stands for the sale of food and other refreshments to persons on said premises and to let the privilege of conducting the same to others; to conduct amusement devices, side shows, carnivals, and other means of entertainment on said premises and to let the privilege of conducting the same to others.

(b) To purchase, lease, or otherwise acquire property, real, personal and mixed and to own, hold, sell, and convey, lease, exchange, encumber by mortgage or deed of trust or otherwise deal in, utilize, or dispose of such property, real, personal and mixed, and any rights, interests, equities, mortgages, and options in, upon or affecting any such property; also to acquire in any manner and to receive, take and hold title to real estate of any kind, improved or unimproved, and to improve the same and to construct, build, own, operate, maintain, lease and sell buildings, and structures of every kind and character; and to acquire, use, repair, pledge, mortgage or lease any motor vehicles, machinery, trucks, steam shovels, building equipment, and personal property of every kind and description.

(c) To purchase, acquire, hold, sell, assign, transfer, mortgage, pledge and otherwise dispose of capital stock, bonds, debentures, accounts receivable, mortgages, or other evidences of indebtedness of any individual or any corporation, domestic or foreign, and while the holder thereof to exercise all the rights and privileges of ownership including the right to vote thereon and to issue in exchange therefore its own stock, bonds and other obligations, and to aid in any manner any corporation whose stock, bonds, or other obligations are held by this corporation, and to do any other lawful acts or things and to carry on any other business which may seem to the corporation to be calculated directly or indirectly to effectuate the aforesaid objects or any of them or to facilitate it in the transaction of the aforesaid business or any part thereof.

(d) In general to carry on any lawful business and to have and exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights and privileges granted to or conferred upon corporations of this character by said General Laws now or hereafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights and privileges.

Section 3. That the principal office of the Corporation shall be located at the Hagerstown Fairground on North Mulberry Street, in the City of Hagerstown, Maryland, and that the resident agent of the Corporation is Roy J. Garlett, whose post office address is 416 North Mulberry Street, Hagerstown, Maryland. Said resident agent is an individual actually residing in the State of Maryland.

Section 4. That the total number of shares of stock which the Corporation has authority to issue is 5,000 shares of the par value of \$25.00 per share all of one class and having an aggregate par value of \$125,000.00. That the total amount of common stock heretofore authorized and now outstanding consists of five hundred (500) shares of the par value of \$25.00 per share.

Section 5. That the number of Directors of the Corporation shall be fifteen, which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than nine.

Section 6. That the Directors of the Corporation shall elect from their own number the President, Vice-President, a Corresponding Secretary, a Recording Secretary, and Treasurer of the Corporation.

Section 7. That the fiscal year of the Corporation shall begin on December 1 and end on November 30 in each year and that the Board of Directors within thirty days after the first day of December in each year shall prepare or have prepared a full and true statement of the affairs of the Corporation as shown at the end of the preceding fiscal year, a copy of which statement shall be mailed to each stockholder on or before December 31 in each year.

Section 8. The annual meeting of stockholders for the election of Directors shall be held on the second Saturday of January of each year, of which meeting and election at least three weeks previous notice shall be given in at least one newspaper published in Washington County, Maryland and at such meetings each stockholder shall be entitled, either in person or by proxy, to cast one vote for each share of stock held by him, until said shares of stock shall amount to five, but no stockholder shall cast more than five votes, no matter how many shares of stock he may hold.

Section 9. That the Board of Directors shall have full power and authority to adopt, amend, alter and repeal the by-laws of the Corporation not inconsistent with law or with its Charter for regulating the government of the Corporation and for the administration of its affairs; but any by-laws of the Corporation as amended and adopted by the said Board of Directors shall be subject to repeal and amendment by the stockholders by majority vote at any regular stockholders' meeting or at any special meeting of stockholders called for the purpose.

"Section 9A. And said Agricultural and Mechanical Association of Washington County may hold exhibitions on its grounds as often as it may deem necessary without the payment of any license, fine, fee, forfeiture or penalty to the State of Maryland, to Washington County, or to the Corporation of Hagerstown, and any person or persons, Association or Organized

Company, to whom said Agricultural and Mechanical Association of Washington County shall grant the privilege to sell, barter, show, exhibit or in any way conduct any business on the grounds of said Agricultural and Mechanical Association during any of its exhibitions, shall in a like manner and during the time of said exhibition be exempt from the payment of any State, County or municipal license."

(Copied from Section 9A as set forth in SECTION 1 of Chapter 173 of the Acts of the General Assembly of Maryland of 1900.)

Section 10. That the Board of Directors shall have full power and authority to make such rules and regulations, hire and appoint such agents and servants and to do all such other acts and things as may be necessary for the government and conduct of the said Corporation and conducive to its interest, and not in conflict with law or with the Charter of the Corporation.

Section 11. The duration of the Corporation shall be perpetual.

Section 12. The Board of Directors of the Corporation has met and adopted a Resolution to amend and restate the Charter of the Corporation. The Resolution has been approved by the majority of the stockholders of the Corporation in accordance with Maryland law.

The undersigned Officers are signing these Articles as the corporate act, and they acknowledge all material facts herein to be true under the penalty of perjury.

ATTEST:

(SEAL)

John E. Boardman
Secretary

Robert L. Snavley
Robert L. Snavley, President

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ARTICLES OF AMENDMENT AND RESTATEMENT

OF

THE AGRICULTURAL AND MECHANICAL ASSOCIATION OF WASHINGTON COUNTY

approved and received for record by the State Department of Assessments and Taxation of Maryland August 31, 1981 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 25/8, folio 0504, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Edwin Mueller



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 115914

MAR 23 1 51 PM '82

LIBER _____ FOLIO _____

LAND _____

Received for Record March 23rd, 1982 At 1:51 P.M. LIBER 31

MA 27-82A# 11656 1982-5.00

BAKER-WIBBERLEY & ASSOCIATES, INC.

ARTICLES OF AMENDMENT

Baker-Wibberley & Associates, Inc., a Maryland corporation, having its principal office at 580 Northern Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended to remove the FIFTH paragraph of the restated Charter and to substitute in lieu thereof the following:

"FIFTH: The number of Directors of the Corporation shall be three (3), which numbers 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.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Baker-Wibberley & Associates, Inc. has caused these presents to be signed in its name and on its behalf

by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 21st day of 1981 1981, and its President acknowledges that these Articles of Amendment are the act and deed of Baker-Wibberley & Associates, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

BAKER-WIBBERLEY & ASSOCIATES, INC.

J. Carl Stoubraker
Secretary

BY: [Signature]
President



ARTICLES OF AMENDMENT
OF
BAKER-WIBBERLEY & ASSOCIATES, INC.

257

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 26, 1981 at 1:00 o'clock P M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2517, folio 1815 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Edwin Mueller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 115639

MAR 23 1 51 PM '82

LIBER _____ FOLIO _____

LAND _____ CLERK

~~1096~~

209

Received for Record March 23rd, 1982 At 1:51 P.M. LIBER 31
ARTICLES OF INCORPORATION

MAR 23 1982 AM 11 57

DKD, INC.

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

FIRST: I, Richard J. Hopkins, whose post office address is 1622 Dual Highway, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

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

(1) To engage in the operation of a restaurant and deli business; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 401 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard J. Hopkins, 1622 Dual Highway, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of no par value stock.

SEVENTH: The Corporation elects to have one (1) Director on the Board of Directors, whose name is Richard J. Hopkins.

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 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 are 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 14th day of August, 1981, and I acknowledge the same to be my act.

WITNESS:

Pamela Sue Ambrose Richard J. Hopkins
Richard J. Hopkins

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 14th day of August, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard J. Hopkins and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela Sue Jones Ambrose
Notary Public

My Commission Expires:
July 1, 1982



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ARTICLES OF INCORPORATION
OF
DKD, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 24, 1981 at 3 3:00 o'clock P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2517, folio 1035 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Qualter



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 115562

MAR 23 1 51 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. PAKER, CLERK

Received for Record March 23rd, 1982 At 1:51 P.M. LIBER 31

RESOLUTION

ROHRER MOTOR SERVICE INC.

MAR 23 1982 AM 11 05 AM *** 75
MAR 23 1982 AM 11 05 AM *** 50

The Annual Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at 810 Lanvale Street, Hagerstown, Maryland, on August 27, 1981 at 1:00 with the following Directors present:

Ralph B. Rohrer
Ella R. Rohrer
Fred H. Gowen

Betty R. Gowen
Christine R. Doub
Robert R. Caruthers

The following Resolution at said meeting was passed:

RESOLVED, THAT a change of address of the Resident Agent be filed with the State Department of Assessments and Taxation as follows:
Betty R. Gowen, 52 Emerald Drive, Hagerstown, Md

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at the Annual Meeting called and held as above stated.

Betty R. Gowen
Secretary

Dated: August 27, 1981

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

ROHRER MOTOR SERVICE, INC.

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received for record September 14, 1981

, at 8:30 A.M.

and recorded on Film No. 2517

Frame No. 3730 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County

AA No 19444 A

*.50 special fee
.75 recording fee
1.25*

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

Mr. Clerk Mail to: Meyers & Young
P. O. box 1267
Hagerstown, Maryland 21740

EMC

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAR 23 1 51 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

DR. ROBERT BRULL - P. A.

Received For Record April 16, 1982 at 1:18 o'clock pm liber 31

FIRST: I, Dr. Robert Brull, whose post office address is 410 Spring Creek Road, Hagerstown, Maryland, 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, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Dr. Robert Brull - P. A.

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

1. To engage in the practice of medicine in the State of Maryland, in conformity with the principles of ethics of the American Medical Association, through its employees and agents who are duly licensed or otherwise legally authorized to render such professional services within the State of Maryland; provided, however that the term "employees", as used herein, shall not include clerks, secretaries, bookkeepers, technicians and other assistants who are not usually or ordinarily considered by custom and practice to be rendering professional services to the public for which a license or other legal authorization is required.
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and

Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 410 Spring Creek Road, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Dr. Robert Brull, 410 Spring Creek Road, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) 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). The names of the Directors who shall act until the first annual meeting or until his successor is duly chosen and qualified is Dr. Robert Brull.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

1. The Board of Directors of the Corporation is hereby

empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

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

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the issuance of shares of stock of any class now or hereafter authorized, 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;
- (e) the sale, lease, exchange or other transfer of all, or

substantially all, of the property and assets of the Corporation, including its goodwill and franchises;

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

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

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or 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 EIGHTH 3.

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of September, and I acknowledge same to be my act.

Robert Brull
Robert Brull

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of September, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert Brull, who did make oath in due form of law that the foregoing Articles of Incorporation are his act and deed.

WITNESS my hand and Official Notarial Seal.

Bernice Lee Yank
Notary Public



My Commission Expires:

7/1/82

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ARTICLES OF INCORPORATION
OF
DR. ROBERT BRULL - P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 24, 1981 at 3:25 o'clock P.M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2519, folio 3738, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Edwin Muller



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 18 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 116769

Received For Record April 16, 1982 at 1:18 o'clock pm liber 31 55.50

ARTICLES OF INCORPORATION

OF

L. D. THIBAUT, INC.

For the purpose of forming a stock corporation for one or more lawful purposes under the provisions of Corporations and Associations 2-101 et. seq. of the Annotated Code of Maryland (hereinafter sometimes referred to as the "General Corporation Law"), the natural person hereinafter named as the person acting as the incorporator of the said corporation does hereby adopt and sign the following Articles of Incorporation of the corporation and does hereby acknowledge that his adoption and signing thereof are his act:

FIRST: (1) The name, including the full given name and the surname of the incorporator, is Valentine F. Lynch.

(2) The said incorporator's post office address, including the street and number, if any, including the city or county, and including the state or country, is 1850 Neumann Way, Crofton, Maryland 21114.

(3) The said incorporator is at least twenty-one years of age.

(4) The said incorporator is forming the corporation named in these Articles of Incorporation under the general laws of the State of Maryland.

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

L. D. THIBAUT, INC.

THIRD: The corporation is formed for the following purpose or purposes:

To engage in the general operation of a freight transportation company, and to operate as a consultant, broker, lessor and manager of transportation services.

To conduct in all of its offices, as principal or agent, promoter, finder, franchiser, franchisee, licensor, licensee, coordinator, consultant, and advisor, as the case may be, and in any other lawful capacity, the business of acquiring, owning, erecting, constructing, developing, renovating, operating, managing, supervising, and generally dealing in and with a freight transportation company, and the sale or lease of all merchandise related thereto, including equipment and accessories of all kinds, and to operate, own, manage, lease, conduct, distribute, franchise, license, buy and sell departments and concessions for the sale of merchandise and services of all kinds, and to conduct the business of creating, developing, preparing, marketing,

and scheduling all products and services incidental to a freight transportation business, and all related and unrelated products and supplies, equipment, and furnishings of all kinds.

To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or pledge, all or any of its property and assets, or any interest therein, wherever situated.

To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquire, and to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge, or otherwise dispose of, and, in any manner deal with and contract with reference to:

(a) inventions, devices, formulae, processes, and any improvements and modifications thereof;

(b) letters patent, patent rights, patented processes, copyrights, designs, and similar rights, trademarks, trade names, trade symbols and other indications of origin and ownership granted by or recognized under the laws of the United States of America, the District of Columbia, any state or subdivision thereof, and any commonwealth, territory, possession, dependency, colony, possession, agency or instrumentality of the United States of America and of any foreign country, and all rights connected therewith or appertaining thereto;

(c) franchises, licenses, grants and concessions.

To guarantee, purchase, take, receive, subscribe for and otherwise acquire, own, hold, vote, use and otherwise employ, sell, lease, exchange, transfer, and otherwise dispose of, mortgage, lend, pledge, and otherwise use and deal in and with, securities (which term for the purpose of this Article THIRD, includes, without limitation of the generality thereof, any shares of stock, bonds, debentures, notes, mortgages, deeds of trust, other obligations, and any certification, receipts, or other instruments representing rights to receive, purchase or subscribe for same, or representing any other rights or interests therein or in any property or assets) of any individuals, proprietorships, domestic and foreign firms, associations, partnerships, and corporations, and by any government or agency or instrumentality thereof; to make payment therefor in any lawful manner; and while owner of any such securities, to exercise any and all rights, powers and privileges in respect hereof, including the right to vote.

To make, enter into, perform and carry out contacts of every kind and description, as permitted by the General Corporation Law, with any person, firm, association, corporation or government or agency or instrumentality thereof.

To acquire by purchase, exchange or otherwise, all, or any part of, or any interest in their properties, assets, business and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any business for which a corporation may now or hereafter be organized under the General Corporation Law; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations, or contracts of such persons, firms, associations or corporations, and to conduct the whole or any part of any business thus acquired.

To lend money in furtherance of its corporate purposes and its operations and to invest and reinvest its surplus funds from time to time to such extent, to such agencies or instrumentalities thereof, on such terms and on such security, if any, as the Board of Directors of the Corporation may determine.

To make contracts and guarantees of all kinds and to endorse or guarantee the payment of the principal, interest or dividends upon, and to guarantee the performance of sinking fund or other obligations of, any securities and to guarantee in any way under the General Laws regarding corporations the performance of any of the contracts of undertakings in which the corporation may otherwise by or become interested, of any persons, firms, associations, corporations, government or agency or instrumentality thereof, or of any other combination, organization or entity whatsoever.

To borrow money without limit as to amount and at such rates of interest as it may determine; from time to time to issue and sell its own securities, including its shares of stock, notes, bonds, debentures, and other obligations, in such amounts, on such terms and conditions, for such purposes and for such prices, now or hereafter permitted by the General Corporation Law and by these Articles of Incorporation, as the Board of Directors of the corporation may determine; and to secure any of its obligations by mortgage, deed of trust, pledge or other encumbrance of all or a part of its property, franchises and income.

To acquire, use and dispose of shares and interests in, and to participate with others in, any corporation, partnership, limited partnership, joint venture, or other association of any kind, as permitted corporations organized by the General Corporation Law.

To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable securities or instruments and evidence of indebtedness whether securities or mortgage, deed of trust, or otherwise, so far as may be permitted by the General Corporation Law.

To transact its business, promote its purposes, carry on its operations, and exercise its powers, in any and all of its branches, both within the State of Maryland and within any and all States of the United States of America, in the District of Columbia, and in any and all commonwealths, territories, dependencies, colonies, possessions, agencies, or instrumentalities of the United States of America and of foreign governments.

To purchase, receive, take, reacquire, or otherwise acquire, own and hold, sell, lend, exchange, reissue, transfer or otherwise dispose of, pledge, use, cancel, and otherwise deal in and with its own shares, bonds, notes, obligations and other securities from time to time to such an extent and in such manner and upon such terms as the Board of Directors of the corporation shall determine and to the extent permitted by the General Corporation Law.

To promote and exercise all or part of the foregoing purposes and powers in any and all parts of the world, and to conduct its business in all or any of its offices as principal, agent, broker, factor, contractor, and in any other lawful capacity, either alone or through or in conjunction with any corporations, associations, partnerships, firms, trustees, syndicates, individuals, organizations, and other entities in any part of the world, and, in conducting its business and promoting any of its purposes, to maintain offices, branches, and agencies in any part of the world, to make and perform any contracts and to do any acts and things, and to carry on any business and to exercise any powers and privileges suitable, convenient, proper for the conduct, promotion, and attainment of any of the business and purposes herein specified or which at any time may be incidental thereto or may appear conducive to or expedient for the accomplishment of any of such business and purposes and which might be engaged in or carried on by a corporation formed under the General Corporation Law, and to have and exercise all of the powers conferred by the laws of the State of Maryland, upon corporations formed under the General Corporation Law.

The foregoing provisions of this Article THIRD, shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided in this Article THIRD, be in no wise limited to or restricted by reference to, or inference from, the terms of any provisions of this or any other article of these Articles of Incorporation; provided that the corporation shall not conduct any business; promote any purpose, or exercise any power or privilege within or without the State of Maryland which, under the laws thereof, the corporation may not lawfully conduct, promote or exercise.

FOURTH: The post office address, including street and number, if any, and the city or county, of the principal office of the corporation within the State of Maryland is Route 1, Box 415H, Boonesboro, Maryland 21713.

The name and post office address, including street and number, if any, and the city and county, of the resident agent of the corporation within the State of Maryland, are Lucien D. Thibault, Route 1, Box 415H, Washington County, Boonesboro, Maryland 21713. The words "resident agent" as used herein shall have the meaning ascribed to them by the General Corporation Law. The said resident agent is a citizen of the State of Maryland, actually residing within the State of Maryland.

FIFTH: (1) The total number of shares of stock which the corporation has authority to issue is One Thousand (1,000) all of which shall have no par value and are designated as Common Stock.

(2) The Board of Directors of the Corporation is authorized, from time to time, to fix the price or the minimum price or the consideration or minimum consideration for, and to issue the shares of stock of the corporation.

(3) The Board of Directors of the Corporation is authorized, from time to time, to classify or to reclassify, as the case may be, any unissued shares of stock of the corporation.

(4) Provisions, if any, governing the restriction on the transferability of any of the shares of stock of the Corporation may be set forth in the bylaws of the corporation or in any agreement or agreements duly entered into.

(5) Notwithstanding any provision of the General Corporation Law requiring a greater proportion than a majority of the votes entitled to be cast in order to take or authorize any action, any such action may be taken or authorized upon the concurrence of at least a majority of the aggregate number of votes entitled to be cast thereof.

SIXTH: (1) The number of directors of the corporation, until such number shall be increased or decreased pursuant to the bylaws of the corporation, is three (3). The number of directors shall never be less than the number prescribed by the General Corporation Law.

(2) The names of the persons who shall act as directors of the corporation until the first annual meeting or until their successors are duly chosen and qualify are as follows:

Lucien D. Thibault
Lois E. Thibault
Valentine F. Lynch

(3) The initial bylaws of the corporation shall be adopted by the Board of Directors and their organization meeting or their informal written action, as the case may be. Thereafter, the power to make, alter, and repeal the bylaws of the corporation shall be vested in the Board of Directors of the Corporation.

(4) The corporation shall indemnify any person who is serving or has served as a director or officer of the corporation or, at its request, as a director or officer of another corporation in which the corporation owns shares of capital stock or of which the corporation is a creditor, against expenses actually and reasonably incurred by him in connection with the defense of any action, suit or proceeding, civil, criminal or administrative in which he is made a party by reason of being or having been a director or officer of the corporation, or of such other corporation, except in relation to matters as to which such person is adjudged in such action, suit or proceeding, to be liable for negligence of misconduct in the performance of duty of the corporation. The corporation may make other indemnification of such person, but only if authorized by an amendment to these Articles of Incorporation or a bylaw provision adopted prior to the issuance of subscription for any stock of the corporation, or by resolution, bylaw provision or agreement which has been approved by the stockholders after notice.

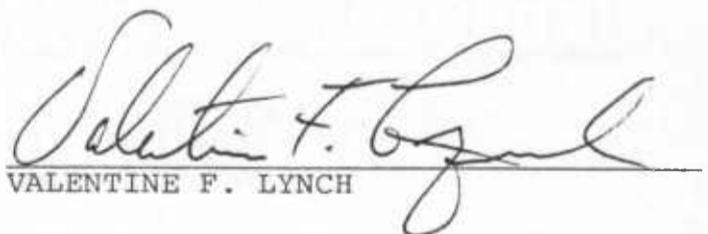
SEVENTH: No contract or other transaction between the corporation and any other corporation and no other act of the corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director

of the corporation individually or any firm or association 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 the corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize 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. Any director of the corporation may vote upon any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation. Any contract, transaction or act of the corporation or of the directors which shall be ratified by a majority of the votes cast, a quorum of the stockholders present, at any annual meeting, or at any special meeting called for such purpose, shall insofar as permitted by law or by the Articles of Incorporation of the corporation be as valid and as binding as though ratified by every stockholder of the corporation entitled to cast a vote; provided however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its directors, officers or employees, of its or their right to proceed with such contract, transaction or act.

EIGHTH: From time to time any of the provisions of these Articles of Incorporation may be amended, altered, or repealed, and other provisions authorized by the General Corporation Law at the time in force may be added or inserted in the manner and at any time prescribed by said law, and all contracts and rights at any time conferred upon the stockholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, I have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are my act.

Dated: 9/22/81


VALENTINE F. LYNCH

ARTICLES OF INCORPORATION

OF

L. D. THIBAUT, INC.

358

approved and received for record by the State Department of Assessments and Taxation of Maryland September 24, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2519, folio 3700, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ 5.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Kevin Mueller



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 116762

APR 16 1 18 PM '82

LIBER _____ FOLIO _____

MDA, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

Received For Record April 16, 1982 at 1:19 o'clock pm liber 31

MDA, INC., a Maryland corporation, having its principal office in Hagerstown, Maryland 21740, (hereinafter referred to as "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 is 201 South Cleveland Avenue, Hagerstown, Maryland 21740.

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 are:

Marshall A. Doty
201 South Cleveland Avenue
Hagerstown, Maryland 21740

Willard F. Slifer, Jr.
216 Calvert Terrace
Hagerstown, Maryland 21740

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

Marshall A. Doty
210 South Cleveland Avenue
Hagerstown, Maryland 21740

Willard F. Slifer, Jr.
216 Calvert Terrace
Hagerstown, Maryland 21740

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

Willard F. Slifer, Jr. - President and Treasurer
201 South Cleveland Avenue
Hagerstown, Maryland 21740

Marshall A. Doty - Vice-President and Secretary
201 South Cleveland Avenue
Hagerstown, Maryland 21740

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the

Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

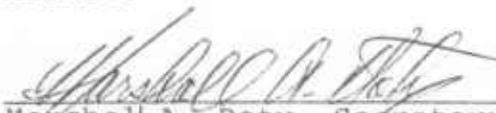
SEVENTH: The Corporation has no known creditors.

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

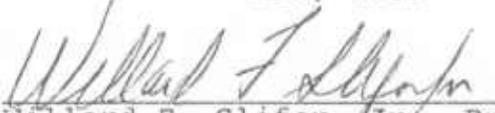
IN WITNESS WHEREOF, MDA, INC. caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 16th day of July, 1981, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of MDA, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

MDA, INC.



Marshall A. Doty, Secretary



Willard F. Slifer, Jr., President

1377

229



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

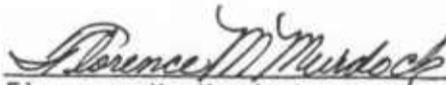
TAX COLL'R & TREAS.

August 19, 1981

Day and Schneider
218 North Potomac Street
Hagerstown, Maryland 21740

To Whom It May Concern:

I, Florence M. Murdock, Tax Collector and Treasurer for the City of Hagerstown, Maryland, do hereby certify that the records of this office do not show any unpaid municipal taxes, interest or penalties owing by MDA, INC. up to and including the fiscal year 1980-81.


Florence M. Murdock
Tax Collector and Treasurer

RECEIVED

AUG 23 1981

DAY AND SCHNEIDER

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

June 17, 1981

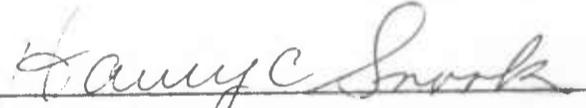
RE: Dissolution - MDA Inc.

This is to certify - That the books and records of the
County Treasurer for Washington County show that we have
never received a certification for

MDA Inc.

so therefore no taxes are due for Washington County .

Witness the hand and seal of Harry C. Snook, Treasurer for
Washington County this 17th day of June 1981.

 SEAL
Harry C. Snook
Treasurer for Washington County, Md.



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 PHONE 269-3819
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

THIS IS TO CERTIFY, That the books of the
State Comptroller's Office and of the Department of
Employment Security, as reflected in their certifi-
cation 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

MDA, INC.

have been paid.

WITNESS my hand and official seal this
Twenty-Second day of September A.D. 1981.



Jane M. Ruby
Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
hereby gives notice that ARTICLES OF DISSOLUTION
of the MDA, INC.
were received for record on September 30, 1981,
in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.

Jane L. Bunner
Director

ARTICLES OF DISSOLUTION
OF
MDA, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 30, 1981 at 9:30 o'clock A.M. as in conformity
with law and ordered recorded. 6

Recorded in Liber 2520, folio 1374, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Dean W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 116952
8100124

APR 16 1 19 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record April 16, 1982 at 1:19 o'clock pm liber 31
SNOWBERGER, INC.

ARTICLES OF DISSOLUTION

Snowberger, Inc., a Maryland Corporation, having its principal office in Hagerstown, 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 address of the principal office of the Corporation in the State of Maryland is: 1333 Dual Highway, Hagerstown, Maryland 21740.

THIRD: The name and address of the Resident Agent of the Corporation in the State of Maryland who shall serve for one (1) year after dissolution and thereafter until the affairs of the Corporation are wound up are: Ralph L. Sharrett, 1333 Dual Highway, Hagerstown, Maryland 21740. Said Resident Agent is an individual who is a Maryland citizen actually residing in this State.

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

<u>Name</u>	<u>Address</u>
Ralph L. Sharrett	1333 Dual Highway Hagerstown, Maryland 21740
Shirley C. Soltis	1333 Dual Highway Hagerstown, Maryland 21740
Lawrence A. Kaufman	900 Blaustein Building Baltimore, Maryland 21201

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

<u>Name</u>	<u>Title</u>	<u>Address</u>
Ralph L. Sharrett	President/ Treasurer	1333 Dual Highway Hagerstown, Maryland 21740
Shirley C. Soltis	Vice-President/ Secretary	1333 Dual Highway Hagerstown, Maryland 21740

SIXTH: Dissolution of the Corporation was approved in a manner and by vote required by law and by the charter of the Corporation. The entire Board of Directors of the Corporation, by unanimous written consent, adopted a Resolution declaring that dissolution of the Corporation was advisable and directed that the proposed dissolution be submitted for action thereon by the stockholders of the Corporation entitled to vote thereon. Thereafter, the said stockholders by written consent adopted the dissolution as proposed by the Board of Directors. Thus, the dissolution of the Corporation as herein set forth has been duly advised by the Board of Directors and approved and adopted by the stockholders of the Corporation as required by law.

SEVENTH: The Corporation has no known creditors.

EIGHTH: These Articles of Dissolution are accompanied by a Certificate of the Comptroller of the Treasury of the State of Maryland stating, in effect, that all taxes levied on assessments made by the said State Department of Assessments and Taxation have been paid, except taxes barred by Section 212 of Article 81 or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected.

I, Ralph L. Sharrett, President of Snowberger, Inc., by my signature, acknowledge that these Articles of Dissolution are the act of the Corporation, Snowberger, Inc., and that to the best of my knowledge, information and belief all matters and facts set forth herein are true in all material respects and that this statement is made under the penalties for perjury.

ATTEST: SNOWBERGER, INC.

Shirley C. Soltis (SEAL)
 Shirley C. Soltis
 Secretary

By *R. L. Sharrett*
 Ralph L. Sharrett
 President



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P. O. BOX 466 PHONE 269-3819
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER
J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIVISION CHIEF

THIS IS TO CERTIFY, That the books of the
State Comptroller's Office and of the Department of
Employment Security, as reflected in their certifi-
cation 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
SNOWBERGER, INC.

have been paid.

WITNESS my hand and official seal this
Eleventh day of August A.D. 1981.



Jane M. Ruby
Deputy Comptroller

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

October 5, 1981

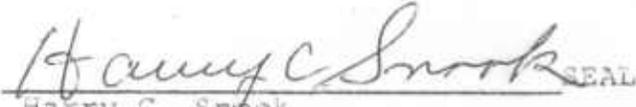
RE: Dissolution - Snowberger, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Snowberger, Inc.

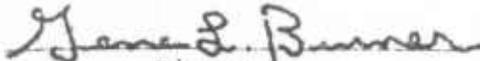
have been paid to and including the fiscal year July 1, 1981 to June 30, 1982.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 5th day of October A.D., 1981.

 SEAL
Harry C. Snook

Treasurer for Washington County, Md.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
hereby gives notice that ARTICLES OF DISSOLUTION
of the SNOWBERGER, INC.
were received for record on October 8, 1981,
in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.


Director

ARTICLES OF DISSOLUTION
OF
SNOWBERGER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 8, 1981 at 1:50 o'clock P. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2521, folio ~~1538~~¹⁵⁴⁰, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 19 PM '82

A 117369

8100506

LIBER _____ FOLIO _____

LAND _____

ARTICLES OF INCORPORATION

OF

Received For Record April 16, 1982 at 1:19 o'clock pm liber 31
MARCHANT E. TULLOH, M.D., P.A.

PT 10-82 A# 17610 ***5.00

FIRST: I, THE UNDERSIGNED, MARCHANT E. TULLOH, M.D., whose post-office address is c/o Washington County Hospital Association, King and Antietam Streets, Hagerstown, MD 21740, being at least twenty-one years of age, do, under and by virtue of Title 5, Subtitle 1 of the Corporations and Associations Article of the Annotated Code of Maryland, authorizing the formation of professional corporations, hereby act as Incorporator for the purpose of forming a Professional Services Corporation.

SECOND: The name of the Corporation is:

MARCHANT E. TULLOH, M.D., P.A.

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

To engage in the business of rendering services in the practice of medicine including the rendering of all professional services in connection therewith, and any activities necessary and incident thereto, within the purview of the principles of the Code of Ethics of the American Medical Association, and to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real and personal property necessary or appropriate for rendering of said professional services.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force.

FOURTH: The post-office address of the principal office of the Corporation in the State is c/o Washington County Hospital Association, King and Antietam Streets, Hagerstown, Maryland. The name of the resident agent of the Corporation in this State is Jerry Bullington, C.P.A., who is a resident of this State, and the post-office address of the resident agent is

Jerry Bullington, C.P.A.
Smith Elliot Kearns & Co.
25 North Avenue
Hagerstown, MD 21740

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be one, which number may be increased or decreased pursuant to the by-laws of the Corporation. At no time shall there be less than one director. The names of the directors who shall act until their successors are duly chosen and qualify are:

Marchant E. Tulloh, M.D.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporators who executed the foregoing Articles of Incorporation hereby acknowledge the same to be their act and further acknowledge that, to the best of their knowledge the matters and facts set forth therein are true in all material respects under the penalties of perjury.

DATED:

Sept. 22. 81


Marchant E. Tulloh, M.D.
Incorporator

ARTICLES OF INCORPORATION
OF
MARCHANT E. TULLOH, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 29, 1981 at 1:00 o'clock P. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber *2520*, folio *1139*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Dean W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 19 PM '82

A 116917
8100053

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record April 16, 1982 at 1:19 o'clock pm liber 31

THEC INCORPORATED

ARTICLES OF AMENDMENT

THEC INCORPORATED, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out the name of the Corporation, THEC INCORPORATED and inserting in lieu thereof the following:

DUVINAGE CORPORATION

SECOND: The amendment of the charter of the Corporation as herein above set forth has been duly advised by the board of directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF: THEC INCORPORATED, has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on September 21, 1981

THEC INCORPORATED

By: Carl R. Pedersen
President

ATTEST:

John F. Burns
Secretary

THE UNDERSIGNED, President of THEC INCORPORATED, who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Carl R. Pedersen

Carl R. Pedersen

President



Hinda L. Stone

Notary Public

2

My commission expires: July 1, 1982

ARTICLES OF AMENDMENT

OF

THEC INCORPORATED

Changing its name to:

DUVINAGE CORPORATION

approved and received for record by the State Department of Assessments and Taxation of Maryland September 29, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2520, folio 1285, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Handwritten signature of Dean W. Fisher



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

APR 16 1 19 PM '82

LIBER FOLIO

LAND VAUGHN J. BARER, CLERK

A 116937 8100067

REPROGRAPHIC SYSTEMS AND VISUAL PRODUCTS, INC.
ARTICLES OF INCORPORATION

Received For Record April 16, 1982 at 1:19 o'clock pm liber 31

FIRST: The undersigned, Florence M. Murdock, whose post office address is 1308 Oak Hill Avenue, Hagerstown, MD 21740, Jo Cavender Mullendore, whose post office address is 3 Maple Road, Boonsboro, MD 21713, and Robert B. Murdock, whose post office address is 1308 Oak Hill Avenue, Hagerstown, MD 21740, each of whom is 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 Reprographic Systems and Visual Products, Inc.

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

(1) To design, produce, manufacture, fabricate, construct, photograph, print, duplicate or otherwise reproduce items using graphic arts including environmental graphics, architectural graphics, engineering graphics, displays, signs, maps, exterior and interior exhibits, panels, visual products, proofs, printed matter and related activities; 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 the principal office of the Corporation in this State is 473 North Potomac Street, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Florence M. Murdock, 1308 Oak Hill Avenue, Hagerstown, MD 21740. 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 four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Florence M. Murdock, Jo Cavender Mullendore, Stuart L. Mullendore, and Robert B. Murdock.

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.

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 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.

State of Maryland)
) SS
County of Washington)

On this 18th day of September, 1981, before me, a Notary Public in said County, personally appeared Jo Cavender Mullendore, known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

Patricia S. McKee
Notary



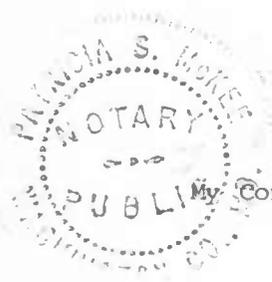
My Commission expires 7-1-82.

State of Maryland)
) SS
County of Washington)

On this 18th day of September, 1981, before me, a Notary Public in said County, personally appeared Robert B. Murdock, known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

Patricia S. McKee
Notary



My Commission expires 7-1-82.

ARTICLES OF INCORPORATION
OF
REPROGRAPHIC SYSTEMS AND VISUAL PRODUCTS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 30, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2520, folio 1328, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Michael W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 116943

8100096

APR 16 1 19 PM '82

LIBER 31 FOLIO 245
LAND INCORPORATION RECORD
VAUGHN J. BAKER, CLERK

1A - 2640

FRANCE, METZNER & BERRYMAN, P.A.

APR 16 1982 AM 13613 ***5.00

ARTICLES OF AMENDMENT

Received For Record April 16, 1982 at 1:19 o'clock pm liber 31

France, Metzner & Berryman, P.A., a Maryland Corporation, having its principal office at 81 West Washington Street, Hagerstown, Washington County, Maryland, (hereinafter referred to as the "Corpration") hereby certifies to the State Department of Assessments and Taxation of Maryland, the ("Department") that:

FIRST: The Corporation desires to amend its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment are all the provisions of the Charter of the Corporation as currently in effect.

SECOND: The Charter of the Corporation is hereby amended to reflect that the name of the Corporation is changed from France, Metzner & Berryman, P.A. to France and Metzner, P.A.

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Articles of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing Articles of Amendment, and by written informal action unanimously taken by the Stockholders of the Corporation in accordance with Section 2-405 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved said Articles of Amendment.

IN WITNESS WHEREOF, France, Metzner & Berryman, P.A., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 28 day of September, 1981, and its President acknowledges that these Articles of Amendment are the act and deed of France, Metzner & Berryman, P.A., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and

approval are true in all material respects to the best of his knowledge,
information and belief.

ATTEST:

Lewis C. Meyer
Secretary

FRANCE, METZNER & BERRYMAN, P.A.

BY: Ralph H. France, II
Ralph H. France, II
President

ARTICLES OF AMENDMENT

OF

FRANCE, METZNER & BERRYMAN, P.A.

Changing its name to:

FRANCE AND METZNER, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland September 30, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

Recorded in Liber 2520, folio 1533, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Handwritten signature of a representative of the State Department of Assessments and Taxation.



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 116983-8100135

APR 16 1 19 PM '82

LIBER FOLIO

LAND CLERK

ARTICLES OF MERGER

Received For Record April 16, 1982 at 1:19 o'clock pm liber.31
MERGING

THE GIANT SHOE MART INCORPORATED OF MARYLAND
(a corporation of the State of Maryland)

INTO

THE LOUIS OSTROV SHOE COMPANY
(a corporation of the State of Ohio)

FIRST: The Louis Ostrov Shoe Company, a corporation organized and existing under the laws of the State of Ohio, (hereinafter referred to as the parent corporation), and The Giant Shoe Mart Incorporated of Maryland, a corporation organized and existing under the laws of the State of Maryland, (hereinafter referred to as the subsidiary corporation), agree that said The Giant Shoe Mart Incorporated of Maryland shall be merged into said The Louis Ostrov Shoe Company. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these articles of merger.

SECOND: The Louis Ostrov Shoe Company, a corporation organized and existing under the laws of the State of Ohio, shall survive the merger and shall continue under the name The Louis Ostrov Shoe Company.

THIRD: The parties to the articles of merger are The Louis Ostrov Shoe Company, a corporation organized on the 5th day of May, 1927, under the General Corporation Law of the State of Ohio and qualified under the laws of the State of Maryland on the 10th day of September, 1981, and The Giant Shoe Mart Incorporated of Maryland, a corporation organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which said The Giant Shoe Mart Incorporated of Maryland has authority to issue is One Hundred (100) shares of no par common stock.

The total number of shares of stock of all classes which said The Louis Ostrov Shoe Company has authority to issue is Thirty-Five Thousand (35,000) shares, without par value.

SIXTH: The number of outstanding shares of each class of The Giant Shoe Mart Incorporated of Maryland, the subsidiary corporation and the number of shares of each class owned by The Louis Ostrov Shoe Company, the parent corporation is as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned By Parent Corporation</u>
No Par Common	100	100

SEVENTH: The manner and basis of converting or exchanging issued stock of the merged corporation into different stock or other consideration and the manner of dealing with any issued

stock of the merged corporation not to be so converted or exchanged shall be as follows:

All of the issued and outstanding shares of The Giant Shoe Mart Incorporated of Maryland, the subsidiary corporation are owned by The Louis Ostrov Shoe Company, the surviving corporation and no shares of the surviving corporation are to be issued or any other consideration given for shares of the said The Giant Shoe Mart Incorporated of Maryland, the merged corporation, but upon the effective date of the articles of merger, the shares of stock of the merged corporation shall be surrendered for cancellation to The Louis Ostrov Shoe Company the parent corporation surviving the merger.

EIGHTH: The principal office of said The Giant Shoe Mart Incorporated of Maryland, organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland.

The Giant Shoe Mart Incorporated of Maryland owns no property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

NINTH: The location of the principal office of the surviving corporation in the State of Ohio, the state of its incorporation, is 2775 Barber Road, Barberton, Ohio 44203 and the name and post office address of a resident agent of said surviving corporation in Maryland is The Corporation Trust Incorporated, First Maryland Building, 25 S. Charles Street, Baltimore, Maryland.

TENTH: The merger was duly approved by resolution adopted by a majority vote of the entire board of directors of The Giant Shoe Mart Incorporated of Maryland on July 24, 1981.

ELEVENTH: The merger to be effected by these articles of merger was duly advised and authorized and approved by said The Louis Ostrov Shoe Company in the manner and by the vote required by the laws of the State of Ohio and by the charter of said corporation.

IN WITNESS WHEREOF, The Giant Shoe Mart Incorporated of Maryland and The Louis Ostrov Shoe Company, the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on behalf of their respective presidents and witnessed or attested by their respective secretaries as of the 27th day of September, 1981.

Attest: (Witness:)

Stephen R. Kalette
Stephen R. Kalette, Secretary

THE GIANT SHOE MART
INCORPORATED OF MARYLAND

By Robert H. Kanner
Robert H. Kanner, President

Attest: (Witness:)

Stephen R. Kalette
Stephen R. Kalette, Secretary

THE LOUIS OSTROV SHOE COMPANY

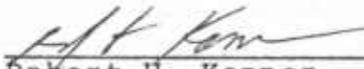
By Robert H. Kanner
Robert H. Kanner, president

THE UNDERSIGNED, President of The Giant Shoe Mart Incorporated of Maryland, who executed on behalf of said corporation the foregoing articles of merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing articles of merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Robert H. Kanner

THE UNDERSIGNED, President of The Louis Ostrov Shoe Company, who executed on behalf of said corporation the foregoing articles of merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing articles of merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



Robert H. Kanner

EXHIBIT A
PLAN OF MERGER

THIS PLAN OF MERGER made this 28th day of September, 1981, by and between THE LOUIS OSTROV SHOE COMPANY, an Ohio Corporation (hereinafter referred to as the "Surviving Corporation") and THE GIANT SHOE MART INCORPORATED OF MARYLAND, a Maryland corporation (hereinafter referred to as the "Disappearing Corporation"), said corporations being sometimes referred to collectively as the "Constituent Corporations."

W I T N E S S E T H :

WHEREAS, the Surviving Corporation is the sole shareholder of the Disappearing Corporation; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable that the Disappearing Corporation be merged with and into the Surviving Corporation, under the laws of the State of Ohio in the manner provided therefor, pursuant to Section 1701.80 et seq. of the Revised Code.

NOW, THEREFORE, in consideration of the mutual covenants herein contained, the Constituent Corporations hereby agree to merge upon the terms and conditions hereinafter set forth.

1. Agreement to Merge. The Disappearing Corporation shall be merged with and into The Louis Ostrov Shoe Company. The Surviving Corporation shall survive the merger and shall continue its corporate name and shall continue to be governed by the Laws of the State of Ohio, but the separate corporate

existence of the Disappearing Corporation shall cease forthwith upon the effective date. Neither the Articles of Incorporation nor Code of Regulations of the Surviving Corporation require that this Agreement be adopted by the shareholder of the Surviving Corporation.

2. Effecting the Merger. Since all shares of the outstanding capital stock of the Disappearing Corporation are presently owned by the Surviving Corporation, no additional shares need to be issued by the Surviving Corporation to reflect the ownership of the shareholders of the Disappearing Corporation after the effective date hereof.

3. Cancellation of Shares. The certificates representing the stock of the Disappearing Corporation shall be surrendered for cancellation immediately after the merger is effected.

4. Shares of the Surviving Corporation. The issued and outstanding shares of the Surviving Corporation on the date hereof shall continue to constitute all outstanding stock in the Surviving Corporation immediately after the effective date hereof.

5. Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall constitute and continue to be its Articles of Incorporation.

6. Code of Regulations. The Code of Regulations of the Surviving Corporation shall constitute and continue to be its Code of Regulations.

7. Effective Date. The effective date of the merger shall be the date these documents are filed for record in the office of the Secretary of State.

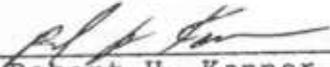
8. Board of Directors. The Board of Directors of the Surviving Corporation shall constitute and remain its Board of Directors.

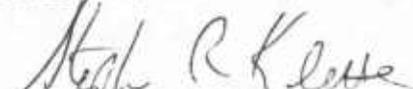
9. Statutory Agent. The Statutory Agent of the Surviving Corporation in the State of Ohio shall be the Statutory Agent of the Surviving Corporation and the Statutory Agent of the Surviving Corporation in the State where the Disappearing Corporation was incorporated shall be the Statutory Agent of the Surviving Corporation in such state. In addition, the Secretary of State of the foreign jurisdiction where the Disappearing Corporation was formed shall be appointed Agent for service of process of any claims arising against said Disappearing Corporation as a result of this Merger.

10. Approvals. This Agreement was duly approved by the unanimous written consent of the directors of the Surviving Corporation in accordance with Section 1701.54 of the Ohio Revised Code, and by the unanimous written consent of the directors and the sole shareholder at a meeting called for such purpose of the Disappearing Corporation in compliance with the applicable laws of its State of incorporation. The laws of such state permits this merger.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereto, as of the date first above written.

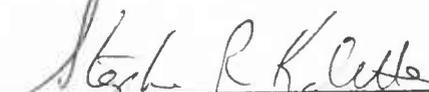
THE LOUIS OSTROV SHOE COMPANY

By 
Robert H. Kanner, President

And 
Stephen R. Kalette, Secretary

THE GIANT SHOE MART INCORPORATED OF
MARYLAND

By 
Robert H. Kanner, President

And 
Stephen R. Kalette, Secretary

ARTICLES OF MERGER

BETWEEN

THE GIANT SHOE MART INCORPORATED OF MARYLAND (A MD. CORP.)

INTO

THE LOUIS OSTROV SHOE COMPANY (A OHIO CORP.)-SURVIVOR

approved and received for record by the State Department of Assessments and Taxation of Maryland October 1, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

8

Recorded in Liber 2520, folio 3437, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 24.00 Special Fee paid \$ _____
6.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Dean W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 19 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BARER, CLERK

A 117144

8100191

Received For Record April 15 1982 at 1:19 o'clock pm Liber 31
GLEN S. DAVIS INSURANCE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Glen S. Davis, whose post office address is 111 Paramount Terrace, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

GLEN S. DAVIS INSURANCE, INC.

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

1. To own and carry on the business of a insurance agency and insurance brokerage.
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 131 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Glen S. Davis, whose post office address is 111 Paramount Terrace Hagerstown, Maryland 21740. 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 Ten Thousand (10,000) shares of common stock, without par value.

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

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

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

The name of the Director who shall act until the first

annual meeting or until his successors are duly chosen and qualified is:

Glen S. Davis
111 Paramount Terrace
Hagerstown, Maryland 21740

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.

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 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

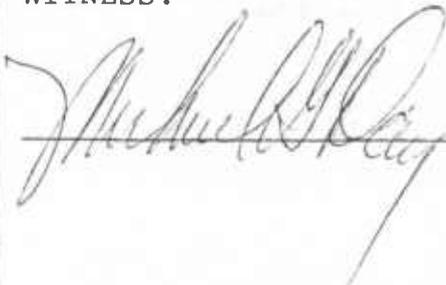
Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of SEPTEMBER, 1981, and I acknowledge the same to be my act.

WITNESS:



Glen S. Davis

(SEAL)

ARTICLES OF INCORPORATION

OF

GLEN S. DAVIS INSURANCE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 2, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2520, folio 2431, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 19 PM '82

A 117061
8100207

LIBER _____ FOLIO _____

LAND _____
VANDERKAM CLERK

Received For Record April 16, 1982 at 1:19 o'clock pm liber 31
HARVEST BAPTIST CHURCH OF HAGERSTOWN, MD. 16-82 A 13616 *****2

A R T I C L E S O F I N C O R P O R A T I O N
UNDER TITLE 5, SUBTITLE 3, RELIGIOUS CORPORATIONS
OF "CORPORATIONS AND ASSOCIATIONS ARTICLE" of THE ANNOTATED
CODE OF MARYLAND

FIRST: WE, THE UNDERSIGNED, Henry L. Mills, of Rt. 2, Williamsport, MD 21795, Robert E. Mauck, of 1340 Salem Avenue Hagerstown, MD 21740, Herbert F. Renner, Jr., of Rt. 1 Box 225, Clearspring, MD 21722, Paul W. Sprecher, of Box 1, Big Pool, MD 21711, Jeffrey L. Winstead, of 306-F N. Colonial Drive, Hagerstown, MD 21740, Minister, who is also a trustee, elected by the members of the congregation of HARVEST BAPTIST CHURCH, to act as trustees in the name and on behalf of said congregation to manage the estate, property, interest and inheritance of same, and each being at least twenty-one years of age, and all being discreet and sober persons, do hereby associate ourselves as incorporators with the intention of forming a Religious Corporation under and by virtue of the special provisions of the General Laws of the State of Maryland.

SECOND: The name of the congregation and of the corporation shall be HARVEST BAPTIST CHURCH OF HAGERSTOWN, MARYLAND.

THIRD: The plan and purpose of the corporation adopted at the meeting of the members of the congregation electing the trustees are as follows, to wit:

a. This corporation is religious in its nature and exists in order that those who participate in its ministry may come to a saving knowledge of faith in Jesus Christ and may grow in grace and in the knowledge of our Lord and Savior, Jesus Christ, the propagation of the above-mentioned ministry to be accomplished through various integrated arms or aspects of the church including, but not limited to, the following ministries: Sunday School, Christian Day School (Grades K-12), Pre-School and Day Care, printing and publication, radio and television, adult Bible Institute and such other educational arms or aspects as the church may authorize from time to time to accomplish its stated purposes of furthering the spread of the Gospel.

b. To adopt a seal and enter into any and all legal transactions.

c. The trustees shall be elected every three years on a rotating basis of the corporation. However, upon the death, resignation, or inability of any trustee to act as trustee of the said corporation, it shall be the duty of the Minister of the said Harvest Baptist Church to call a meeting of the membership of the said corporation to elect new trustees to fill any vacancies within the said Board of Trustees. That notice of such meeting shall be read from the pulpit on two (2) successive Sundays prior to the date of such meeting. That said notice shall state the place, day and time of such meeting and the business to be transacted thereat. That to be eligible as a Trustee, a person must be a member of the Harvest Baptist Church,

be a born-again Christian as defined by the Bible, be over the age of twenty-one years (21), and be of sober and discreet habits. That persons eligible to vote for trustees must be members of the Harvest Baptist Church in good standing.

d. There shall never be less than four (4) trustees nor more than ten (10) duly elected by the congregation. Should the number of trustees become less than four (4) by reason of death, resignation or otherwise, then the Minister of the said Harvest Baptist Church shall immediately call a special meeting of the congregation for the purpose of electing another trustee or trustees to fill the vacancy or vacancies created, which trustee or trustees shall serve for a three year term on a rotating basis at the will of the corporation.

FOURTH: The church shall be located in Washington County, and the mailing address of the corporation is P. O. Box 1328, Hagerstown, Maryland 21740. The resident agent of the corporation is Reverend Jeffrey L. Winstead, whose address is 306-F N. Colonial Drive, Hagerstown, MD. 21740, who is a citizen of this State and actually resides herein.

IN WITNESS WHEREOF, we, the trustees, have signed these Articles of Incorporation on _____, 19 ____.

Witness Richard K. Keely

Subscribed and sworn to before me, in my presence, this 30 day of Sept. 1981, a Notary Public in and for the County of Washington

Richard K. Keely
Notary Public
My commission expires July 1 1982

Henry L. Mills
Henry L. Mills

Robert G. Mauck
Robert G. Mauck

Herbert F. Renner, Sr.
Herbert F. Renner, Sr.

Paul W. Sprecher
Paul W. Sprecher

Jeffrey L. Winstead
Jeffrey L. Winstead

STATE OF *Maryland*

ss:

COUNTY OF *Washington*

I HEREBY CERTIFY that on *September 30*, 19*81*,
before the subscriber, a notary public of the State of Maryland,
in and for the County of Washington, personally appeared
Henry L. Mills, Robert E. Mauck, Herbert F. Renner, Jr.,
Paul W. Sprecher, and Jeffrey L. Winstead, and severally
acknowledged the foregoing Articles of Incorporation to be
their act.

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



Richard K. Keely
Notary Public

ARTICLES OF INCORPORATION
OF
HARVEST BAPTIST CHURCH OF HAGERSTOWN, MARYLAND

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 5, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber *2520*, folio *3757*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 10.00 Special Fee paid \$ _____
2.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 117187

8100328

APR 16 1 19 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record April 16, 1982 1:19 o'clock pm liber 31

ARTICLES OF AMENDMENT OF CORPORATE CHARTER

SMITHSBURG EMERGENCY MEDICAL SERVICES, INC. 17017 *****5.00

Smithsburg Emergency Medical Services, Inc., a Maryland Corporation, having its principal offices in Smithsburg, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The board of directors of the Corporation, at a meeting duly convened and held on April 15, 1981, adopted a resolution which was set forth the amendments to the charter, hereinafter set forth, declaring that the said amendments of the charter as advisable and directing they be submitted to Department of Assessment and Taxation for filing.

SECOND: Notice setting forth the said amendments of the charter and stating that a purpose of the meeting of the directors would be to take action thereon, was given, as required by law.

THIRD: The amendments of the charter as hereinafter set forth were approved by the Board of Directors unanimously at said meeting.

FOURTH: The Corporation is a no stock, no par value Corporation and therefore there was no necessity for shareholder approval.

FIFTH: The charter is hereby amended by the following changes:

1. In the third paragraph of the Articles of Incorporation, the following language is to be added:

Third: Said corporation/organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law.)

SIXTH: The charter is hereby amended by the striking out Paragraph 8 and replacing it as Paragraph 7.

SEVENTH: The charter is further amended by adding the following:

Eighth: No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation/organization shall not carry on any other activities not permitted to be carried on (a) by a corporation/organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation/organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

NINTH: Upon the dissolution of the corporation/organization, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation/organization, dispose of all of the assets of the corporation/organization exclusively for the purposes of the corporation/organization in such manner, or to such organization or organizations organized and operated exclusively for chaitable, educational, religious, or scientific purposes as at the time shall qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation/organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

TENTH: There are no members of the Corporation other than Brd. of Directors.

IN WITNESS WHEREOF, Smithsburg Emergency Medical Services, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on

WITNESS:

Lois V. Cavanaugh

Milton D. Lawyer
President

Lois V. Cavanaugh

Ann B. Kelly
Secretary

Lois V. Cavanaugh

Nevin K. Lewis
Treasurer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 18th day of September 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Milton D. Lawyer, Ann B. Kelly and Nevin K. Lewis, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary acts.

WITNESS my hand and Notarial Seal.

My Commission Expires:

July 1, 1982

Lois V. Cavanaugh
Notary Public

ARTICLES OF AMENDMENT
OF
SMITHSBURG EMERGENCY MEDICAL SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 5, 1981 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2521, folio 0120, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Dean W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 19 PM '82

A 117219

8100361

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record April 16, 1982 at 1:19 o'clock Pm liber 31

BRANCHMAN-CURRY, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Richard E. Curry whose post office address is Route 1, Box 243, Sabillasville, Maryland 21780, and Charles C. Branchman, Jr. whose post office address is Route 3, Box 44, Clear Spring, Maryland 21722 are respectively, each 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:

BRANCHMAN-CURRY, INC.

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

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 post office address of the principal office of the Corporation in Maryland is 2532 Virginia Avenue, Route 2, Williamsport, Maryland 21795. The name and post office address of the resident agent of the Corporation in Maryland is Richard E. Curry, Route 1, Box 243, Sabillasville, Maryland 21780. 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 2500 shares without par value, all of one class.

SIXTH: The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of

stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Richard E. Curry and Charles C. Branchman, Jr.

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:

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 this Corporation.

With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the Directors shall have 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 the By-Laws, or by resolution of the stockholders.

The stockholders and directors shall have power to hold their meetings and keep the books, documents and papers of the Corporation at such places as may be from time to time designated 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 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on this 7th day of October, 1981.

WITNESS:

Karen L. Garvin

Richard E. Curry, Jr.
(Richard E. Curry)

Charles C. Branchman, Jr.
(Charles C. Branchman, Jr.)

STATE OF MARYLAND

County of Washington, to wit:

I HEREBY CERTIFY that on this 7th day of October, 1981, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington, personally appeared Richard E. Curry and Charles C. Branchman, Jr. who made and acknowledged the foregoing Articles of Incorporation to be their act.

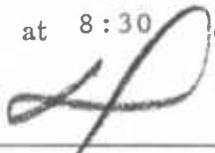
WITNESS my hand and notarial seal, the day and year last above written.



Gerald L. Shindle
GERALD L. SHINDLE
Notary Public
My commission expires July 1, 1982

ARTICLES OF INCORPORATION
OF
BRANCHMAN-CURRY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 9, 1981 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.



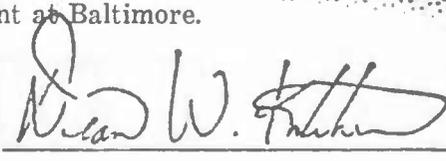
Recorded in Liber 2521, folio 01714, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 117384

APR 16 1 19 PM '82

8100515

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record April 16, 1982 at 1:20 o'clock pm liber 31

ARTICLES OF INCORPORATION

OF

MOORTHY'S CAPITAL CORPORATION

I, the undersigned, for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of ~~MARYLAND~~ for the purposes expressed in ARTICLE III hereof, do hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of this corporation shall be MOORTHY'S CAPITAL CORPORATION.

ARTICLE II

As used in these Articles of Incorporation, the term "Act" means the Small Business Investment Act of 1958, as amended.

ARTICLE III

This corporation is organized and chartered solely for the purpose of operating under the Small Business Investment Act of 1958, as amended, and will operate in the manner and shall have the powers, responsibilities, and be subject to the limitations provided by said Act and the regulations issued by the Small Business Administration thereunder.

Said powers and authority shall be as follows:

- (a) To operate under the name set forth in ARTICLE I above;
- (b) To issue in consideration for cash or such other consideration permitted by the Regulations the number of shares of stock indicated in ARTICLE IV;

- (c) To borrow money and issue its debenture bonds, promissory notes, or other obligations under such general conditions and subject to such limitations and regulations as the Small Business Administration may prescribe;
- (d) To provide equity capital to small business concerns (as defined by the Small Business Administration) under conditions authorized by section 304 of the Act and pertinent sections of the Regulations, with the right to sell or dispose of securities so acquired in such manner and under such terms and conditions as the Licensee shall determine;
- (e) To make long-term loans (as defined by the Small Business Administration) to small business concerns (as defined by the Small Business Administration) for the purposes and in the manner and subject to the conditions described in section 305 of the Act; with the right to sell or dispose of such loans in such manner and under such terms and conditions as the Company shall determine;
- (f) To acquire and make commitments for obligations and securities of a single enterprise only within the limitations established by section 306 of the Act, unless such limitations are waived by the Small Business Administration;
- (g) To undertake its operations in cooperation with banks or other financial institutions, as contemplated under section 308(a) of the Act;
- (h) To provide consulting and advisory services to small business concerns on a fee basis;
- (i) To invest funds not reasonably needed for its current operations only in direct obligations of, or obligations guaranteed as to principal and interest by, the United States Government;
- (j) To conduct its operations in accordance with and subject to regulations prescribed by the Small Business Administration;
- (k) To submit to and pay for examinations made by direction of the Small Business Administration by examiners selected, employed, or approved by the Small Business Administration.

- (l) To make reports to the Small Business Administration at such times and in such form as the Small Business Administration may require;
- (m) To conduct its operations under the Act in the State of New York; without limitation, however, as to the residence, domicile, or place of business of parties with which it transacts its business or otherwise deals in accordance with regulations issued by SBA;
- (n) To regulate its business and conduct its affairs in a manner not inconsistent with the Act and regulations prescribed by the Small Business Administration thereunder;
- (o) To adopt and use a corporate seal;
- (p) To have succession for a period of not less than fifty (50) years subject to dissolution in accordance with the laws of the State of New York and subject to forfeiture of its License from the Small Business Administration for violation of law or of regulation issued under the Act;
- (q) To make contracts;
- (r) To sue and be sued, complain, and defend in any court of law or equity;
- (s) By its Board of Directors, to appoint such officers and employees as may be deemed proper, define their authority and duties, fix their compensation, require bonds of such of them as it deems advisable and fix the penalty thereof, dismiss such officers or employees, or any thereof, at pleasure, and appoint others to fill their places;
- (t) To adopt bylaws regulating the manner in which its stock shall be transferred, its officers and employees appointed, its property transferred, and the privileges granted to it by law exercised and enjoyed;
- (u) To maintain its principal office at 130 West 42nd Street, New York, New York, 10038, and to establish branch offices or agencies within its operating territory, subject to the approval of the Small Business Administration;

- (v) To acquire, hold, operate, and dispose of my property (real, personal or mixed) whenever necessary or appropriate to the carrying out of its lawful functions;
- (vi) To exercise such incidental powers as may reasonably be necessary to carry out the business for which the corporation is established.

ARTICLE IV

The aggregate number of shares that the corporation is authorized to issue is one hundred millions and one thousand shares to consist of one hundred millions (100,000,000) preferred shares at par value of one cent (1¢) each and 1,000 (one thousand) common shares without par value.

The designations, relative rights, preferences and limitations of the shares of each class are as follows:

- (1) The entire voting power of the corporation shall be vested in the common shareholders and each share of issued and outstanding common shares shall be entitled to one vote;
- (2) The preferred shares shall entitle the holder thereof to receive out of the surplus of the corporation a cumulative dividend at the rate of 7% per annum, payable annually before any dividend shall be set apart or paid on the common shares for such year and the remainder of the surplus or net earnings ~~shall~~ shall be available for the payment of dividends to the common shareholders only, as and when the board of directors determine;
- (3) in case of liquidation, dissolution or distribution of assets of the corporation, the holders of the preferred shares before any amount shall be paid to the holders of the common shares. After the payment of the par value of such preferred shares to the holders thereof, the balance of the assets and funds of the corporation shall be distributed wholly among the holders of the common shares.

ARTICLE V

The office of the corporation shall be located in the Hangerstown, Maryland state and the address to which the Secretary of State shall mail a copy of process in any action or proceedings against the corporation which may be served is CHINNIAH RAMACHANDRAN c/o EDWARD N. BUTTON P.A. 635 OAK HALL AVENUE, HANGERSTOWN, MARYLAND 21780

ARTICLE VI

The duration of the corporation shall be perpetual.

PO,
A

ARTICLE VIII

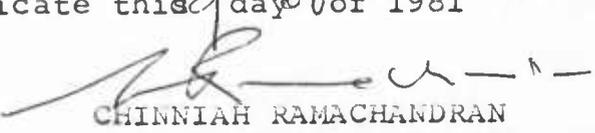
Except as may otherwise be specifically provided in this Certificate of Incorporation, no provision of this Certificate of Incorporation is intended by the corporation to be enstrued as limiting prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the business corporation law upon the corporation, upon its shareholders, bondholders, and security holders and upon its directors officers and other corporate personnel, including in particular the power of the corporation to furnish indemnification to directors and officers in the capacities defined and prescribed by the rights of said persons to indemnification as the same are conferred by the business corporation law.

ARTICLE V III

EDWARD N. BUTTON Esq 635 Oak Hill Avenue, Hagestown, Maryland 21740 is designated as the agent of the corporation upon whom the process in any action or proceedings against the corporation may be served.

CHINNIAH RAMACHANDRAN 147 West 42nd Street, New York, N.Y.10036 is designated as the director of the corporation. The number of director is one until it is amended in writing.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged this Certificate this 9 day of 1981


CHINNIAH RAMACHANDRAN
147 West 42nd Street
New York, N.Y.10036

STATE OF NEW YORK }
 } ss
COUNTY OF NEW YORK }

On this 9 day of 1981, before me personally came CHINNIAH RAMACHANDRAN, to be known and known to be this person described in and who executed the foregoing certificate and be acknowledged to me that he executed the same.

NOTARY PUBLIC.


LILLIAN EUCCI
Notary Public, State of New York
No. 03-4641834
Qualified in Westchester County
Commission Expires March 30, 1983

ARTICLES OF INCORPORATION
OF
MOORTHY'S CAPITAL CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 13, 1981 at 2:30 o'clock p. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2521, folio 02243, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 210.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 117445
8100585

APR 16 1 20 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

b

Received For Record April 16, 1982 at 1:20 o'clock pm liber 31

CERTIFICATE OF INCORPORATION

OF

APR 16 82 A 7 13020 *****6.50

MOORTHY'S FINANCE CORPORATION

Under Section of the Business Corporation Law)

The undersigned, being a natural person of at least 21 years of age and acting as the incorporator of the corporation hereby being formed under the Business Corporation Law of the State of Maryland, certifies:

FIRST: The name of the corporation shall be :

MOORTHY'S FINANCE CORPORATION

SECOND: The corporation is formed for the following purposes:

To carry on business in the various states, territories districts and insular possessions of the United States and in foreign countries as factors, agent and commission merchants to solicit, receive, pack, crate, ship, bill and collect for all articles of merchandise offered by domestic manufacturers for sale and disposal in foreign markets and investigate, buy, secure, pack, crate, ship, bill and collect for all machinery goods, wares, merchandise and commodities of domestic manufacturer desired by corporations associations, individuals or firms located in foreign countries.

To export from, and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent merchandise of every kind and nature and to purchase sell and deal in and with merchandise of every kind and nature, and to purchase sell and deal in and with merchandise of every kind and nature for exportation from and importation into the United States to and from all countries foreign thereto and for exportation from and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets and to do a general foreign and domestic exporting and importing business.

To apply for, purchase, register, record or in any manner to acquire, to hold, own, use, operate, introduce to sell, lease, assign, license, pledge, encumber or in any manner dispose of, and in any manner deal in and with patents, patent rights, patent applications, patent licenses, copyrights trademarks, trade names, inventions, improvements, processes, labels, designs, grades, contracts, licenses, or other rights.

To acquire, the name, goodwill, rights and property of any person, firm or coporation, engaged in any line of buisness in any wise similar to the business, or any part thereof, for which the corporation is authorized and in connection therewith to take over any or all of the goodwill, rights property, stock and assets of such business and to assume any of all of the liabilities thereof, and to pay for the same, eith r in money, corporate stock, debentures or other securities or obligations of the corporation.

To purchase, lease, or otherwise acquire, to own, hold, use, operate, manage, improve, repair, maintain, control to sell, assign, transfer, convey, exchange, lease or otherwise dispose of, to mortgage or otherwise encumber, real property, whether improved or unimproved or structures buildings, or other improvements thereon, or tenancies in common, leaseholds, or any other interest of right, whether legal or equitable, therein and to construct, improve alter or remove, structures, buildings, or other improvements upon real property.

To make, purchase, lease or otherwise acquire, to own, hold, use, operate, repair, maintain, process, import export, to sell, assign, transfer, exchange, lease or otherwise dispose of, to morgage, pledge or otherwise encumber or in any manner to exploit, turn to account, trade or deal in or with, personal property, whether tangible or intangible, or any interest or right, whether legal or equitable therein.

SECOND: The corporation is formed for the following further purposes:

Subject to such restrictions and under such conditions as may be imposed by law, to accumulate and led money , to engage in and carry on the business of making loans of money with or without taking security and to carry on a personal loan and personal finance business.

To purchase hold, sell loan, discount or rediscount or otherwise deal with notes , drafts, all forms of commercial paper or other evidences of indebtedness or of contract and to reprewent the buyer or seller in any such transaction or any one else o in or concerning the same.

To make loans and collections on first and other mortgage security or any other security whether pertaining to real estate, personal property or otherwise to negotiate any of such to others and to sell, lend, pledge or otherwise dispose of any same to others including the full right to guarantee loans, contracts or other agreements or evidences of indebtednesses, or of contract or agreement for its own afficiliated corporation or corporations, if any or for any other person, firm, corporation or association

of any kind, whether a natural or artificial person or persons.

To issue, hold, sell or otherwise obtain, retain or dispose of bonds or other evidences of indebtedness, or of contract or agreement and guarantee the payment of same, including the right to deposit any of the same with others, as agent, trustee or otherwise and to issue other bonds, notes or other evidences of indebtedness, or of contract or agreement secured by any of said first names as collateral or other security.

To collect the payment or payments, either itself, or through others on any loans, contracts, agreements or other evidences of indebtedness or of contract whether any of same shall be made or entered into by this company or by others and to hold any of such collections and distribute any of same in accordance with any contract or agreement or duty whatsoever with full power to hold, handle and distribute sinking funds or other funds or payments for itself or for others.

To change for any service rendered duty performed or set done, in or concerning any of the powers or authority which may be lawfully exercised hereunder or to settle for same in money property or any other thing of value.

The accumulation and loan of money by lending the capital of the company and such other funds as it may from time to time lawfully acquire from various borrowers upon such personal security or security of personal ~~XXXX~~ property as may be agreed upon between the corporation and borrowers and by relending in like manner the funds arising from such loans when paid but the corporation shall not have banking or discounting privileges.

To finance for others the manufacture, purchase, ownership sale maintenance, and operation of automobiles, motor cars taxicabs motor trucks, motorcycles airplanes, airships bydoplans seaplanes, motor boats, and any and all other vehicles or craft of any kind or description to buy sell and generally deal in notes chattel mortgages conditional sales agreements accounts and bills receivable and commercial paper and lines upon automobiles and motor vehicles, or parts and accessories thereto appertaining, or any other chattels of any kind or description and to conduct generally the business of investment broker, or finance corporation and to buy sell and generally deal in stocks, bonds, notes or securities of every name and description.

Buying, loaning money upon, selling, transferring, assigning discounting, borrowing money upon and pledging as collateral and otherwise dealing as principal agent or broker in bills of lading, warehouse receipts, evidences of deposit and storage

of personal property, bonds, stocks, promissory notes, commercial paper accounts, invoices, choses in action, interest in estates, contracts, mortgages on real or personal property, pledges of personal property and other evidence of indebtedness of persons, firms or corporations and owning, holding or conveying such real estate as may be necessary in the operation of its business and purchasing acquiring and holding shares of stock in other corporations, domestic and foreign and doing all things incidental thereto to do a general brokerage business; to buy sell and deal in all kinds of listed and unlisted stocks and bonds on commission to act as agent or factor for any person firm or corporation. But not for the purpose of carrying on the business of banking insurance or the operation of railroads, or the discounting of bills and notes or the buying and selling of bills of exchange.

FOURTH:

To engage in the business of operating and conducting a charge account plan or credit system and to sell memberships or subscriptions in and to said charge plan or credit system to corporations, associations, partnerships, travelling salesmen and any person or persons.

To negotiate and enter into contracts with restauratns, hotels motels, railroad, airplane and steamship carriers, banks trust companies, savings and loan associations credit unions, department stores and other business enterprises for services or commodities of every kind and character and for the use and patronage thereof by members, subscribers and customers of said charge plan or credit system.

To engage in the business of issuing, distributing and soliciting credit cards for a fee or service charges and engage in the business of establishing charge account plan in the various states, territories, districts and insular possessions of the United States and in foreign countries.

To establish associates, affiliates, agents, representatives branch offices in the various states, territories, districts and insular possessions of the United States and in foreign countries to facilitate to carry on the business of issuing and distributing credit cards charge account systems

To print, bind, publish, circulate, distribute by, sell and deal in books, pamphlets circulars, postems, newspapers, magazines, literature, music pictures, tickets, cards, advertisements, letters and bill heads, envelopes, legal commercial and financial forms and blanks of every kind.

To print, bind, publish, circulate, distribute, buy, sell and deal in books, pamphlets, circulars, posters, newspapers, magazines, literature, music, pictures, tickets, cards advertisements, letters and billiards, envelopes, legal commercial and financial forms and blanks of every kind. To acquire, by purchase or otherwise, turn to account, license, the use of, assign and deal with copyrights and intellectual properties, of every kind, To carry on general printing, engraving, lithographing, electrotying and publishing business in all the branches thereof.

To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the company, both present and future, including its uncalled capital and also by any similar mortgage, charge or lien to secure and guarantee the performance of the company or any other person, firm or company of any obligation undertaken by the company or any other person firm or company as the case may be.

To manage investment funds, and to contract or arrange with any corporation, association, partnership or individual for the management of all or any part of such investment funds and to issue or cause to be issued from time to time certificates representing shares or interests in the respective investment funds managed by or for the corporation and to enter into any agreement or agreements for this purpose and to advise individuals, firms, corporations or estates in the investment of funds or as to the purchase or sale of securities of every kind and nature.

To borrow or raise money without limit as to the amount and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or nonnegotiable instruments and evidences of indebtedness and to execute the payment of any of the foregoing the interest thereon by mortgage upon or pledges, or assignment in trust or the whole or any part of the property of the corporation; and to sell, pledge or otherwise dispose of such bonds and other evidences of indebtedness for the purposes of the corporation.

To purchase, hold, reissue and sell the share of its own capital stock, provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly;

SIXTH

To generally engage in the business of buying, selling or otherwise dealing in notes(not including the discounting of bills and notes and not including the buying and selling of bills of exchange) open accounts and other similar evidences of debts and any and all other forms of real, personal or mixed property choses in action; to receive and accept transfers pledges, mortgages, and conditional sales contracts and to deal with the same as owner, lender, factor or otherwise as a means of security or of recovering money or property advanced invested or loaned; to acquire purchase own, hold, operate, develop, lease, mortgage, pledge, exchange, sell, transfer, invest, trade or otherwise deal in real or personal property, stocks, bonds, securities choses in action or any interest therein; to draw, make, accept, indorse, execute and issue promissory notes, drafts, warrants, bonds, securities, choses in negotiation and to non negotiable instruments; to enter into contracts of any and every kind for the carrying out of its purpose and objects; to conduct investigations, credit and business, researches, enter into profit sharing arrangements, promote organizations or cause to be organized any corporation, firm or partnership in aid of its business; to finance and aid by loan, subsidy, consignment or otherwise conduct or co-operate in conducting any business of enterprises for the enforcement of any property rights , liens or interests it may be entitled to.

To buy, sell and otherwise deal in and with open accounts conditional sales contracts, commercial paper, bills of lading, warehouse receipts, trust receipts, bonds and securities, including personal property, leases, contracts, mortgages and choses in action of every kind nature and description(not including the discounting of bills and notes and not including the buying and selling of bills of exchange) to buy, sell, hold, take and receive by way of absolute or security title and deliver on consignment or in trust of under bailment and otherwise deal in appliances and merchandise and personal property of every kind, nature and description, including goodwill and rights of any business.

To acquire by subscription, purchase or otherwise to hold for investment of for resale to sell, pledge, hypothecate and in all ways deal with stocks, shares, script, bonds, consols, debentures, mortgages, notes, trust receipts, Certificates of Indebtedness, interim receipts and other obligations and securities of corporations, private, public, quasipublic, of municipal, foreign or domestic to collect the interest and dividends on the holdings and the principal thereof ~~when~~ when due, To do all things suitable properly for protection, conservation of enforcement of..

OF THE VALUE OF STOCKS, SHARES, SECURITIES, EVIDENCES OF indebtedness or either properties hold by it, including the exercise of the right to vote thereon, to bid upon and purchase at foreclosure or at other sales, whether public or private, real property and rights or interests therein of all ends.

This corporation may purchase, acquire, hold, and dispose of the stocks, shares, bonds and other evidences of indebtedness of any corporation, domestic or foreign and issue in exchange therefor its shares bonds or other obligations.

In general to carry on any other business in connection with the foregoing and to enhance and exercise all the powers conferred by the laws of the state of Maryland and to do any of all of the things hereinbefore set forth to the same extent as to natural persons might or would do and in any part of the world.

SEVENTH

The aggregate number of shares that the corporation is authorized to issue is two hundred (200) common shares without par value.

EIGHTH:

The designations, relative rights, preferences and limitations of the shares of each class are as follows:

The entire voting power of the corporation shall be vested in the common shareholders and each share of issued and outstanding common shares shall be entitled to one vote.

In case of liquidation, dissolution or distribution of the assets of the corporation, the balance of the assets and funds of the corporation shall be distributed wholly among the holders of the common shares.

NINTH:

The office of the corporation shall be located in the city Hagerstown, Maryland state and the address to which the secretary of state shall mail a copy of process in any action or proceedings against the corporation which may be served is CHINNIAH RAMACHANDRAN C/o EDWARD N. BUTTON P.A. 635 Oak Hill Avenue, Hagerstown, Maryland 21740

TENTH

The duration of the corporation shall be perpetual.

ELEVENTH

Except as may otherwise be specifically provided in this

Certificate of incorporation, no provision of this certificate of incorporation is intended by the corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the business corporation law upon the ~~SEE~~ corporation, upon its shareholders, bondholders, and security holders, and upon its directors, officers and other corporate personnel, including in particular the power of the corporation to furnish indemnification to directors and officers in the capacities defined and prescribed by the business corporation law and the defined and prescribed rights of said persons to indemnification as the same are conferred by the business corporation law.

TWELTH

Edward N. Button Esq 635 Oak Hill Avenue, Hagerstown, Maryland 21740 is designated as the agent of the corporation upon whom the process in any action or proceedings against the corporation may be served.

CHINNIAH RAMACHANDRAN , 147 West 42nd Street, New York, N.Y.10036 is designated as the director of the corporation. The number of director is one until it is amended in writing.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged this Certificate this 9 day of Oct 1981.

[Signature]
 CHINNIAH RAMACHANDRAN
 147 West 42nd Street
 New York, N.Y.10036

STATE OF NEW YORK }
 COUNTY OF NEW YORK } ss

On this 9 day of Oct 1981, before me personally came CHINNIAH RAMACHANDRAN, to be known, and known to be the person described in and who executed the foregoing Certificate and be acknowledged to me that he executed the same.

NOTARY PUBLIC
[Signature]



ARTICLES OF INCORPORATION
OF
MOORTHY'S FINANCE CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 13, 1981 at 10:30 o'clock A. M. as in conformity
with law and ordered recorded.

9

Recorded in Liber 2521, folio 02250 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 26.00 Special Fee paid \$
6.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Dean W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 20 PM '82 A 117446
8100586

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record April 16, 1982 at 1:20 o'clock pm liber 31

CERTIFICATE OF INCORPORATION APR 16-82 A# 13621 *****6.00

OF

MOORTHY'S MONEY INTERNATIONAL INC.

(Under Section of the Business Corporation Law)

The undersigned, being a natural person of at least 21 years of age and acting as the incorporator of the corporation hereby being formed under the Business Corporation Law of the State of Maryland, certifies:

FIRST: The name of the corporation shall be:

MOORTHY'S MONEY INTERNATIONAL INC.

SECOND: The corporation is formed for the following purposes:

To carry on business in the various states, territories, districts and insular possessions of the United States and in foreign countries as factors, agent and commission mercnants; to solicit, receive, pack, crate, ship, bill and collect for all articles of merchandise offered by domestic manufacturers for sale and disposal in foreign markets, and to investigate, buy, secure, pack, crate, ship, bill and collect for all machinery goods, wares, merchandise and commodities of domestic manufacture desired by corporations, associations, individuals or firms located in foreign countires.

To export from, and import into the United States of America and its territories and possessions, and any and all foreign countries, as principal or agent, merchandise of every kind and nature, and to purchase, sell and deal in and with merchandise of every kind and nature for exportation from, and importation into, the United States, to and from all countries foreign thereto, and for exportation from and importation into, any foreign country, to and from any other country foreign thereto, and to purchase and sell domestic merchandise in domestic markets and foreign merchandise in foreign markets and to do a general foreign and domestic exporting and importing business.

To apply for, purchase, register, record, or in any manner to acquire, to hold, own, use, operate, introduce to sell, lease, assign, license, pledge, encumber, or in any manner dispose of, and in any manner deal in and with patents, patent rights, patent applications, patent licenses, copyrights, trademarks, trade names, inventions, improvements, processes, labels, designs, grades, contracts, licenses, or other rights,

To acquire, the name, goodwill, rights and property of any person, firm or corporation engaged in any line of business in any wise similar to the business, or any part thereof, for which the corporation is authorized and in connection therewith to take over any or all of the goodwill, rights property, stock and assets of such business and to assume any or all of the liabilities thereof, and to pay for the same, either in money, corporate stock, debentures or other securities or obligations of the corporation.

To purchase, lease, or otherwise acquire, to own, hold use, operate, manage, improve, repair, maintain, control to sell, assign, transfer, convey, exchange, lease or otherwise dispose of, to mortgage or otherwise encumber, buildings, or other improvements thereon, or tenancies in common, leaseholds, or any other interest or right, whether legal or equitable, therein, and to construct, improve alter or remove, structures, buildings, or other improvements upon real property.

To make, purchase, lease or otherwise acquire, to own, hold use, operate, repair, maintain, process, import, export, to sell, assign, transfer, exchange, lease or otherwise dispose of, to mortgage, pledge or otherwise encumber, or in any manner to exploit, turn to account, trade or deal in or with, personal property, whether tangible or intangible, or any interest or right, whether legal or equitable therein.

THIRD: The corporation is formed for the following further purposes:

Buying, loaning money upon, selling, transferring, assigning, discounting, borrowing money upon and pledging as collateral and otherwise dealing as principal, agent or broker bills of lading, warehouse receipts, evidences of deposit and storage of personal property, bonds, stocks, promissory notes, commercial paper, accounts, invoices, choses in action, interest in estates, contracts, mortgages on real or personal property, pledges of personal property, and other evidence of indebtedness of persons, firms or corporations and owning holding or conveying such real estate as may be necessary in the operation of its business, and purchasing, acquiring and holding shares of stock in other corporations, domestic and foreign, and doing all things incidental thereto; to do a general brokerage business; to buy, sell and deal in all kinds of listed and unlisted stocks and bonds on commission, to act as agent or factor for any person, firm or corporation, But not for the purpose of carrying on the business of banking, insurance or the operation of railroads, or the discounting of bills and notes, or the buying and selling of bills of exchange.

FOURTH: To carry on the business of buying and selling and dealings in gold, silver, copper, platinum, tin, nickel and aluminium and also coins and bullions of all these metals..

To carry on the business of buying and selling and dealings in foreign currencies, canadian dollars, sterling pounds, Swiss francs, francs, yen, marks, Indian Rupees, Pakistanian rupees and other foreign currencies.

To carry on the business of buying and selling and dealings in Treasury Bills, Treasury Bonds, Certificates of Deposits etc.

To act as agent and money broker and factor in dealing international currencies and International coins and bullions.

To advise and manage the accounts of foreign currencies, Gold and silver coins and bullions and other precious gems diamonds, rubies, safires etc. on behalf of clients, individual, business, governmental and corporate, trust clients.

To engage in the business of issuing, distributing and selling of checks, drafts and or money orders for a fee or service charge and to engage in the business in the various states, territories, districts and insular possessions of the United States and in foreign countries.

To establish associates, affiliates, agents, representatives branch offices in the various states, territories, districts and insular possessions of the United States and in foreign countries to facilitate to carry on the business of issuing and selling checks, drafts, money orders and travellers checks.

To engage in the business of issuing, distributing and selling travellers checks in a multiple of any denominations and in any currencies, American and foreign currencies and to transmit any part of the world.

FIFTH:

To engage in the business of operating and conducting a charge account plan or credit system and to sell memberships or subscriptions in and to said charge plan or credit system to corporations, associations, partnerships, travelling salesmen and any person or persons.

To negotiate and enter into contracts with restaurants, hotels motels, railroad, airplane and steamship carriers, banks, trust companies, savings and loan associations, credit unions Department stores and other business enterprises for services or commodities of every kind and character and for the use and patronage thereof by members, subscribers and customers of said charge plan or credit system.

To print, bind, publish, circulate, distribute, buy, sell and deal in books, pamphlets, circulars, posters, newspapers, magazines, literature, music, pictures, tickets, cards, advertisements, letters and billheads, envelopes, legal commercial and financial forms and blanks of every kind To acquire, by purchase or otherwise, turn to account, license, the use of assign and deal with, copyrights and intellectual properties, of every kind. To carry on general printing, engraving, lithographing, electrotyping and publishing business in all the branches thereof.

To borrow or raise money upon such terms and on such security as may be considered expedient and in particular by the issue of debentures or debenture stock and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the undertaking, property and assets of the company, both present and future, including its uncalled capital and also by any similar mortgage, charge or lien to secure and guarantee the performance of the company or any other person firm or company of any obligation undertaken by the company or any other person firm or company as the case may be;

To manage investment funds, and to contract or arrange with any corporation, association, partnership or individual for the management of all or any part of such investment funds, and to issue or cause to be issued from time to time certificates representing shares or interests in the respective investment funds managed by or for the corporation, and to enter into any agreement or agreements for this purpose; and to advise individuals firms, corporations or estates in the investment of funds or as to the purchase or sale of securities of every kind and nature.

To borrow or raise money without limit as to the amount and to draw, make, accept endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness and to secure the payment of any of the foregoing and the interest thereon by mortgage upon or pledged, or assignment in trust of the whole or any part of the property of the corporation; and to sell, pledge or otherwise dispose of such bonds and other evidences of indebtedness for the purposes of the corporation.

To purchase, hold, reissue and sell the share of its own capital stock, provided that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

SIXTH

To generally engage in the business of buying, selling or otherwise dealing in notes (not including the discounting of bills and notes and not including the buying and selling of bills of exchange) open accounts and other similar evidences of debts and any and all other forms of real, personal or mixed property choses in action; to receive and accept transfers, pledges, mortgages, and conditional sales contracts and to deal with the same as owner, lender, factor or otherwise as a means of security or of recovering money or property advanced, invested or loaned; to acquire purchase own, hold, operate, develop, lease, mortgage, pledge, exchange sell, transfer, invest, trade or otherwise deal in real or personal property, stocks, bonds, securities choses in action or any interest therein; to draw, make, accept, indorse, execute and issue promissory notes, drafts, warrants, bonds, securities, choses in neogitation and non negotiable instruments; to enter into contracts of any and every kind for the carrying out of its purposes and objects; to conduct investigations, credit and business researches, enter into profit sharing arrangements, promote organizations or cause to be organized any corporation, firm or partnership in aid of its business; to finance and aid by loan, subsidy, consignment or otherwise any corporation, association, syndicate or entity and to conduct or cooperate in conducting and business or enterprises for the enforcement of any property rights liens or interests it may be entitled to.

To buy sell and otherwise deal in and with open accounts conditional sales contracts, commercial paper, bills of lading, warehouse receipts, trust receipts, bonds and securities, including personal property, leases, contracts, mortgages and choses in action of every kind nature and description (not including the buying and selling of bills of exchange) to buy, sell hold, take and receive by way of absolute or security title and deliver on consignment or in trust or under bailment and otherwise deal in appliances and merchandise and personal property of every kind, nature and description, including the goodwill and rights of any business.

To acquire by subscription, purchase or otherwise to hold for investment or for resale to sell, pledge, hypothecate and in all ways deal with stocks, shares, script, bonds, consols, debentures, mortgages, notes, trust receipts, certificates of indebtedness, interim receipts and other obligations and securities of corporations, private, public, quai public, or municipal foreign or domestic. To collect the interest and dividends on its holdings and the principal thereof when due. To do all things suitable property for the protection, conservation or enhancement of

of the value of stocks, shares, securities, evidences of indebtedness or other properties held by it, including the exercise of the right to vote thereon. To bid upon and purchase at foreclosure or at other sales, whether public or private, real property and rights or interstate therein of all kinds..

This corporation may purchase, acquire, hold, and dispose of the stocks, shares, bonds and other evidences of indebtedness of any corporation, domestic or foreign and issue in exchange therefor its shares bonds, or other obligations.

In general to carry on any other business in connection with the foregoing and to enhance and exercise all the powers conferred by the laws of the state of Maryland and to do any or all of the things hereinbefore set forth to the same extent as to natural persons might or would do and in any part of the world..

SEVENTHS:

The aggregate number of shares that the corporation is authorized to issue is two hundred (200) common shares without par value..

EIGHTH:

The designations, relative rights, preferences and limitations of the shares of each class are as follows:

The entire voting power of the corporation shall be vested in the common shareholders and each share of issued and outstanding common shares shall be entitled to one vote.

In case of liquidation, dissolution or distribution of the assets of the corporation, the balance of the assets and funds of the corporation shall be distributed wholly among the holders of the common shares.

NINTH:

The office of the corporation shall be located in the city Hagerstown, Maryland state and the address to which the Secretary of State shall mail a copy of process in any action or proceedings against the corporation which may be served is CHINNIAH RAMACHANDRAN C/O EDWARD N. BUTTON P.A. 635 Oak Hill Avenue, Hagerstown, Maryland 21740

TENTH

The duration of the corporation shall be perpetual.

ELEVENTH

Except as may otherwise be specifically provided in this

Certificate of incorporation, no provision of this Certificate of incorporation is intended by the corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the business corporation law upon the corporation, upon its shareholders, bondholders, and security holders, and upon its directors, officers and other corporate personnel, including in particular the power of the corporation to furnish indemnification to directors and officers in the capacities defined and prescribed by the business corporation law and the defined and prescribed rights of said persons to indemnification as the same are conferred by the Business Corporation Law.

TWELTH

Edward N. Button Esq 635 Oak Hill Avenue, Hagerstown, Maryland 21740 is designated as the agent of the corporation upon whom the process in any action or proceedings against the corporation may be served.

CHINNIAH RAMACHANDRAN, 147 West 42nd Street, New York N.Y.10036 is designated as the director of the corporation. The number of director is one until it is amended in writing.

IN WITNESS WHEREOF, the undersigned has executed and acknowledged this Certificate this 9 day of *Oct* 1981



CHINNIAH RAMACHANDRAN
147 WEST 42nd STREET
NEW YORK, N.Y.10036

STATE OF NEW YORK

ss

COUNTY OF NEW YORK

On this 9 day of *Oct* 1981, before me personally came CHINNIAH RAMACHANDRAN, to be known, and known to be the person described in and who executed the foregoing Certificate and he acknowledged to me that he executed the same.

NOTARY PUBLIC



1981 OCT 9
Notary Public
State of New York



ARTICLES OF INCORPORATION
OF
MOORTHY'S MONEY INTERNATIONAL INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 13, 1981 at 12:00 o'clock Noon M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2521, folio 02250, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$ _____
6.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 20 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 117447

8100587

Received For Record April 16, 1982 at 1:20 o'clock APR 16 82 AM 13022 *****6.00
pm liber 31

CERTIFICATE OF INCORPORATION
OF

MCORRTHY'S MORTGAGE CORPORATION
(Under section of the Business Corporation Law)

The undersigned, being natural person of at least 21 years of age and acting as the incorporator of the corporation hereby being formed under the business corporation Law of the state of Maryland certifies:

first; The name of the corporation shall be

MCORRTHY'S MORTGAGE CORPORATION

SECOND: The corporation is formed for the following purposes:

To negotiate loans on real estate and leasehold interests, and to loan money on bonds or notes secured by mortgages of trust deeds on real estate or leaseholds, or on the mortgage bonds of industrial or railroad companies, or of any public service corporations, or on any state, municipal or quasi municipal bonds or for the purpose of buying, selling, pledging, mortgagings or otherwise dealing in any of such securities and for the purpose of acting as trustee in connection with any of the foregoing securities.

To establish for purchase acquire in any manner, take, own hold, buy, sell, invest in assign, dispose of transfer, pledge hypothecate, exchange, mortgage, lien, or borrow upon, realize upon and generally deal and trade in and with as principal, factor, agent or broker and upon commission or otherwise, all forms and kinds of securities, shares of stocks, bonds, debentures trust certificates, acceptances, drafts warehouse receipts, notes (not including the discounting or notes) certificates of indebtedness certificates of interest, warrants of all kinds, evidences of indebtedness, certificates of interests, nature or character (now known or hereafter originated, commercial paper, mortgage, trust deeds in the nature of mortgages, chattel mortgages and other similar instruments, and rights, obligations, and investments of all kinds (not including buying, selling and otherwise dealing in bills of exchange) whether secured or unsecured, including bills and accounts receivable, choses in action, leases, contracts of conditional sale, contracts for sale on the installment plan, and any and all kinds of negotiable or non negotiable paper (secured as well as unsecured evidencing or connected with the

purchase, sale or exchange of any and all kinds of personal property, or rights by original subscription, underwriting participation by syndicates or otherwise; to enter into contracts, either alone or with others, for the purchase, issuance and sale of any such securities, property or rights.

To carry on, assist or to participate with others, in the organization, financing (including lending and advancing money) liquidation, or re-organization of firms, associations, or corporations engaged in any lawful business enterprise, and to lend and advance money and give credit to individuals, partnerships, corporations, joint stock associations, and trustees.

To act as agent or representative of any individual, firm corporation, syndicate, or association in and about the carrying on of any financial operations of any general business enterprise and to take such action either on its own behalf or jointly with others.

To negotiate and procure for itself and others loans upon bonds and mortgages.

To loan money upon bonds and other evidences of indebtedness secured by mortgage; to buy, sell exchange, and deal bonds and mortgages and of other like securities.

To take, buy, purchase, hire, lease or otherwise acquire, real estate and property either improved or unimproved, and any interest or right therein, and to own, hold, control, maintain, manage and develop the same.

To sell, manage, improve, develop, assign, transfer, convey lease, sublease, pledge, or otherwise alternate or dispose of and to mortgage or otherwise encumber the lands, buildings real property, chattels, and other property of the company real, and personal and wheresoever situate, and any and all legal and equitable rights therein.

To transact a general real estate agency and brokerage business buying, selling and dealing in real property; and any interest and estates therein on commissions and renting and managing real property.

To borrow money, with or without pledge of or mortgage on all or any of its property, real and personal as security and to loan and advance money upon mortgages on personal and real property or on either of them.

To buy, sell, and deal in, with or without guarantee of payment thereof, and mortgages and other like securities and other kinds of property, whether real or personal not prohibited or especially excepted by any law, and to do and prosecute any acts and things incident to or proper in connection with the carrying on of the business of this company.

THIRD: To lend money on such terms and conditions and on such security, real or personal as its board of Directors or duly authorized managing body, may determine.

To guarantee, purchase or otherwise acquire, hold, own, sell assign, transfer, mortgage, pledge, or otherwise dispose of or deal in, as principal, agent or otherwise, bonds, notes and other choses in action executed by individuals or firms shares of the capital stock, bonds, notes and other choses in action issued by other corporations and while the holder thereof, to exercise all the rights and privileges of ownerships, including the right to vote on such stock, to the same extent or natural persons might or could do.

To draw, make, accept, indorse, issue, discount, purchase, or otherwise acquire promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable of transferable instruments, and to secure the same by mortgage, pledge, deed or trust or otherwise.

To purchase, take, own, hold, deal in, mortgage, or otherwise encumber, and lease, sell, exchange, transfer, or in any manner whatsoever dispose of real property, to acquire the assets and business of individuals, concerns, firms, or other corporations, and to carry on any business, concerns, or undertaking so acquired, provided such business is permitted by law in the respective states in which such business is conducted and provided further that the business is of a nature similar to the purposes of this charter and to hold, purchase, mortgage and convey real property without limit as to amount, but always subject to local laws.

To manufacture, purchase, or otherwise, acquire and to hold own, mortgage, pledge, sell, transfer or in any manner dispose of and to import and export and generally deal and trade in goods, wares, merchandise and personal property of any and every class and description and whatever situated.

To act as duly authorized representative or agent of and for any corporation, foreign, or domestic which may be authorized to do business in this state or in any other state and as may be permitted by law.

To purchase, lease, exchange, hire or otherwise acquire lands with or without buildings thereon, or any interest therein, whatsoever and wheresoever situated; to erect, construct, rebuild, enlarge, after, improve, maintain, manage and operate houses, buildings or other works of any description on any lands owned or leased by the corporation, or upon any of the lands; to sell, lease, subject mortgage, exchange or otherwise of any description on any lands owned or leased by the corporation or upon any other lands; to sell, lease, sublet mortgage, exchange, or otherwise dispose of any of the lands; of any interest therein; or any houses, buildings or other works owned by the corporation to engage generally in the real estate business, as principal agent, broker or otherwise and generally to any sell, lease, mortgage, exchange, manage, operate and deal in lands or interstate in lands, houses, buildings, or other works and to purchase acquire, hold, exchange, pledge hypothecate, sell, deal in and dispose of tax liens and transfers of tax liens on real estate.

To make enter into, perform, and carry out contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing and fitting up buildings, tenements, and structures of every description and to advance money to and enter to agreements of all kinds with builders, contractors, property owners, and other for said purposes

To acquire by purchase, lease or otherwise, improve and develop real property. To erect buildings, apartment houses and other buildings, private or public of all kinds and to sell or rent the same, To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, parks, walks, parks and playground. To sell, buy, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved and any right or interest therein.

To buy apartment houses and to rent and lease apartments therein. To purchase real estate or lease the same, and to erect thereon apartment houses, and to rent apartments therein. To procure the necessary permits, or licenses from municipal authorities for erection and operation of apartment houses to do and perform every act required by law to be done or performed in the erection, maintenance and operation of apartment houses and to do and perform every act required by law to be done or performed in the erection, maintenance and operation of apartment houses. To sell such apartment houses or lease the same entire. To maintain and operate the necessary conveniences, such as elevators, lighting, airconditioning the heating, as may be required in the proper operation of an apartment house.

To conduct the business of appraising risk and personal property for others for any purpose whatsoever, whether it be in the settlement of estates, select property, or any other legal proceedings. To employ competent appraisers to make the appraisals and to furnish copies of appraisals properly prepared for the use of those who engage the service. To acquire all real property and equipment necessary to conduct the business.

To engage in the business of erecting or altering under contract or otherwise, houses, churches, school houses, office buildings and all other buildings of whatsoever same or nature to make estimates on and him for the construction of such buildings and do every act and thing commonly done by building contractors; to buy and sell building materials and to enter into contracts for the wrecking of buildings.

FIFTH: To acquire by purchase subscription or otherwise and to hold either as investment or otherwise any bonds or evidences of indebtednesses of other securities or any shares of capital stock created or issued by any other corporation or corporations, association or association of the state of Maryland or any other state, territory or country.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose and to deal in any loans of evidences or indebtedness or other securities, created or otherwise issued by any other corporation or corporations, associations, of the State of Maryland or of any other state, territory or country and while the owner thereof to exercise of the rights, powers and privileges of ownership.

To purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of and to deal in share of the capital stock of any other corporation or corporations, association or associations of the state of Maryland or any other state territory or country and while the owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote thereon.

To conduct business in any of the states, territories, possessions or dependencies of the United States, in the district of Columbia and in any and all foreign countries and to have one or more offices therein and to hold, purchase, mortgage and convey real and personal property therein without limit as to amount, but always subject to the laws of such state, territory possession, dependency or country.

To manage investment funds, and to contract or arrange with any corporation, association, partnership or individual for the management of all or any part of such investment funds to issue or cause to be issued from time to time, certificates representing shares or interests in the respective investment funds managed by or for the corporation and to enter into any agreement or agreements for this purpose..

In general, to carry on any other business in connection with the foregoing and to exercise all the powers conferred by the law of the State of Maryland and to do any or all of the things hereinbefore set forth to the same extent as to natural persons might or would do, and in any part of the world.

SIXTH: The aggregate number of shares that the corporation is authorized to issue is one hundred millions and one thousand shares to consist of one hundred millions (100,000,000) preferred shares at par value of one cent (1¢) each and 1,000 (one thousand) common shares without par value.

SEVENTH:

The designations, relative rights, preferences and limitations of the shares of each class are as follows:

(1) The entire voting power of the corporation shall be vested in the common shareholders and each share of issued and outstanding common shares shall be entitled to one vote;

(2) The preferred shares shall entitle the holder thereof to receive out of the surplus of the corporation a cumulative dividend at the rate of 7% per annum, payable annually before any dividend shall be set apart or paid on the common shares for such year and the remainder of the surplus or net earnings shall be available for the payment of dividends to the common shareholders only, as and when the board of directors determine.

(3) In case of liquidation, dissolution or distribution of assets of the corporation, the holders of the preferred shares before any ~~any~~ amount shall be paid to the holders of the common shares. After the payment of the par value of such preferred shares to the holders thereof, the balance of the assets and funds of the corporation shall be distributed wholly among the holders of the common shares.

ARTICLES OF INCORPORATION
OF
MOORTHY'S MORTGAGE CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 13, 1981 at 2:30 o'clock P. M. as in conformity
with law and ordered recorded.

8

Recorded in Liber 2521, folio 02269, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 210.00 Recording fee paid \$ 24.00 Special Fee paid \$ 6.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

W. W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 20 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 117448

8100588

Received For Record April 16, 1982 at 1:20 o'clock pm liber31

ARTICLES OF INCORPORATION
OF
SOUTH MOUNTAIN CORPORATION

THIS IS TO CERTIFY:

FIRST: That I, William P. Phillips, whose post office address is Box 248 Harpers Ferry Road, Sharpshurg, Maryland 21782 being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations execute and file these articles with the intention of forming a corporation.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is SOUTH MOUNTAIN CORPORATION.

THIRD: The corporation shall be a close corporation as defined in the Annotated Code of Maryland, Corporations and Associations, Title 4.

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

(a) To introduce, erect, operate, conduct, manage, maintain, dispense, and carry on a restaurant, cafe, and cabaret business; to buy, sell, lease, or otherwise dispose of, and to operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, cabarets, cafes, or places of entertainment, 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, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

(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 everykind.

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

(d) To 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, pledge or conveyance of 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.

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

(f) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the

United States of America and 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 this State is Route #2, Boonsboro, Maryland 21713. The resident agent of the Corporation is Franklin C. Wade whose post office address is Route #1, ^{Box 290,} Boonsboro, Maryland 21713. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons who are not nonresident aliens.

SEVENTH: The affairs of the Corporation shall be conducted by the stockholders acting in lieu of a board of directors. All matters coming before the stockholders shall be decided by vote of the owners of a majority of the outstanding shares of the Corporation, treasury shares excepted.

Donald L. Pong shall be the initial director.

EIGHTH: Shares in the Corporation may be transferred to the Corporation, to other stockholders in the Corporation, or to third persons, but any sale or transfer must be done pursuant to the By-Laws of the Corporation.

NINTH: On the death or adjudication of incompetency of any stockholder the shares owned by such stockholder shall be sold pursuant to the By-Laws of the Corporation.

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

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of October, 1981.

WITNESS:

William J. Kelley

William P. Phillips
William P. Phillips



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14th day of October, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared William P. Phillips, and acknowledged the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Shirley J. Phillips
Notary Public

My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION
OF
SOUTH MOUNTAIN CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 14, 1981 at 2:05 o'clock P. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2521, folio 02914, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 117528

8100680

APR 16 1 20 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION
Received For Record April 16, 1982 at 1:20 o'clock pm liber 31
OF

EPILEPSY ASSOCIATION OF WESTERN MARYLAND, INC.

FIRST: I, Robert M. Burns, whose address is 200 Red Oak Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by the virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is EPILEPSY ASSOCIATION OF WESTERN MARYLAND, INC.

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

(a) The Corporation is organized exclusively for educational, scientific and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable, scientific and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust or other trust instrument

for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in

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

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

To disseminate information about the causes and prevention of epilepsy and other developmental disabilities; to assist individuals with epilepsy and other developmental disabilities and their families to obtain information, diagnosis, treatment, education and rehabilitation services; to promote in Allegany, Frederick, Washington and Garrett Counties in Western Maryland, as the coordinating body and advocate for persons with epilepsy and other developmental disabilities; to cooperate and work with any health, welfare, education, or other local organization having similar purposes, or whose activities would further the purposes of the Corporation, in Western Maryland;

to further the objectives and purposes of the Epilepsy Foundation of America and the Epilepsy Association of Maryland; to solicit and receive funds for the above purposes.

FOURTH: The address of the principal office of the Corporation is 23 North Locust Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Hector Gomez, 23 North Locust Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than four (4). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Robert M. Burns, Norma B. Bolding, Terry Culp, Wayne Grossnickle.

SEVENTH: Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine. Any such assets not so

disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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

NINTH: In these Articles of Incorporation,

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

(b) The term "charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary or educational purposes

within the meaning of the terms used in Section 501(c) (3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

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

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

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

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

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

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Idemnification Section"), as amended from time to time, shall have the same meaning as provided in the Idemnification 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 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 8th day of OCTOBER, 1981, and I acknowledge same to be my act.

WITNESS:

Robert M. Burns

Robert M. Burns
Robert M. Burns

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, that on this 8th day of OCTOBER, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ROBERT M. BURNS, known to me, who made oath in due form of law that the matters and facts set forth in the foregoing Articles of Incorporation are true and correct and who acknowledged said Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Ruth E. Mace
Notary Public



My Commission Expires:

7/1/82

ARTICLES OF INCORPORATION
OF
EPILEPSY ASSOCIATION OF WESTERN MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 19, 1981 at 9:30 o'clock A.M. as in conformity
with law and ordered recorded.

9

Recorded in Liber 2522, fol 00840 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 26.00 Special Fee paid \$ _____
6.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Dean W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 117727

8100859

APR 16 1 20 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

Received For Record April 16, 1982 at 1:20 o'clock pm Liber 31

FIRST: The undersigned, Mildred M. Shirk, whose Office address is Route 1, Box 361, Big Spring, Maryland 21722, 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 C. E. Shirk Lumber & Farm Products, Inc.

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

(1) To engage in a general farming and dairy business including the raising of beef cattle and other livestock.

(2) To engage in the operation of a sawmill and to sell lumber or other wood products at retail or wholesale .

(3) To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

(4) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

(5) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

(6) To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 361, Big Spring, Maryland 21722. The name and post office address of the resident agent of the Corporation in Maryland are Charles E. Shirk, Route 1, Box 361, Big Spring, Maryland 21722. 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 Thirty Thousand (30,000) shares of common stock par value of Ten (\$10.00) Dollars per share, having an aggregate par value of Three Hundred Thousand (\$300,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be four, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than four; and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Charles E. Shirk, Mildred M. Shirk, Edwin P. Shirk, and C. Alton Shirk.

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 such 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.

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 21st day of October, 1981.

WITNESS:

2. Kenneth G. Gose

Mildred M. Shirk
Mildred M. Shirk

ARTICLES OF INCORPORATION
OF
C. E. SHIRK LUMBER & FARM PRODUCTS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 23, 1981 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2522, folio 02343 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 60.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 20 PM '82

A 117921

8101070

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record April 16, 1982 at 1:20 o'clock pm liber 31
ARTICLES OF INCORPORATION

FIRST: The undersigned, Joseph R. Wilson, whose post office address is Route #9, Box 399A, Hagerstown, Maryland, being at least twenty-one (21) years of age, and being licensed for the practice of medicine within the State of Maryland, does hereby form a professional corporation under the Professional Service Corporation Act of the State of Maryland.

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

Joseph R. Wilson, M.D., Chartered

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

1. To engage in the practice of medicine, as defined in the Annotated Code of Maryland.
2. To invest its funds in real estate, mortgages, stock, bonds or any other type of investments permitted by law.
3. To own real or personal property necessary for carrying on the practice of medicine.
4. To do any act or thing and exercise any power which is suitable, convenient or proper, and which is permitted by law, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified.
5. To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon a professional corporation formed under the Professional Service Corporation Act of the State of Maryland or under any statute amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object or business in any manner to limit or restrict the generality of any other purpose, object or business mentioned, 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 professional corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this Article 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 or any other Article of these Articles of Incorporation, or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, or exercise any power, or do any act which a professional corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in Maryland is:

Route #9, Box 399A
Hagerstown, Maryland 21740

The name and post office address of the Resident Agent of the Corporation in Maryland is:

Joseph R. Wilson, M.D.
Route #9, Box 399A
Hagerstown, Maryland 21740

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 (1,000) shares, with a par value of One Dollar (\$1.00) per share, all of one class, to be issued or transferred only to individuals who are duly licensed by the State of Maryland to engage in the practice of medicine in said State; provided, however, that a disqualified stockholder or the estate of a deceased stockholder may hold such shares of stock for a period of time not to exceed one hundred and twenty (120) days from the date of disqualification or the date of death of such stockholder, as the case may be, or for such other period of time as required by statute.

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); and the name of the director who shall act until the first annual meeting or until his successor or successors are duly chosen and qualified is:

Joseph R. Wilson, M.D.

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

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

2. No holder of stock of any class shall have any pre-emptive rights or otherwise be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock of any class or of securities convertible into stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money, or by way of dividend.

3. A contract or other transaction between the Corporation and any of its directors or between the Corporation and any other corporation, firm, or other entity in which any of its directors is a director of has a material financial interest is not void or voidable solely because of any one or more of the following:

- A. The common directorship or interest;
- B. The presence of the director at the meeting of the board or a committee of the board which authorizes, approved, or ratifies the contract or transaction; or
- C. The counting of the vote of the director for the authorization, approval, or ratification of the contract or transaction; provided that:

- (1) The fact of the common directorship or interest is disclosed or known to:

- (a) The board of directors or the committee, and the board or committee authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or
- (b) The stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or
- (2) The contract or transaction is fair and reasonable to the Corporation.

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

5. Unless the By-laws otherwise provide, any officer or employee of the Corporation (other than a director) may be removed at any time with or without cause by the board of directors or by any committee or superior officer upon whom such power of removal may be conferred by the By-laws or by authority of the board of directors.

6. The directors, officers and agents of the Corporation shall be indemnified by the Corporation to the extent allowable by the laws of the State of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF I have signed these Articles of Incorporation on this 19th day of October, 1981.

WITNESS:

Richard F. McGraw Joseph R. Wilson
 Joseph R. Wilson

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 19th day of October, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph R. Wilson, who acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Carol A. Miller
 Notary Public

My Commission Expires:

7/1/1982

ARTICLES OF INCORPORATION

OF

JOSEPH R. WILSON, M.D., CHARTERED

approved and received for record by the State Department of Assessments and Taxation of Maryland October 23, 1981 at 10:00 o'clock A.M. as in conformity with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2522, fol 02399 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 117932
8101074

Apr 16 1 20 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J BAKER, CLERK

ARTICLES OF INCORPORATION

OF

MIM INDUSTRIES, INC.

Received For Record April 61, 1982 at 1:20 o'clock pm liber 31
THIS TO TO CERTIFY:

FIRST: We, the undersigned, THOMAS MODER, whose post office address is Landis Road, Box 82A, Hagerstown, Maryland 21740; MARY MODER, whose address is Landis Road, Box 82A, Hagerstown, Maryland 21740; and GEORGE E. SNYDER, JR. whose address is 81 W. Washington Street, Hagerstown, Maryland 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators 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 MIM INDUSTRIES, INC.

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

The production and retailing of crafts.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

The foregoing enumeration of the purposes, objects, and business of the Corporation is made 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.

FOURTH: The post office address of the principal office of the Corporation in this State is in care of MIM Industries, Inc., Landis Road, Box 82-A, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Thomas Moder, Landis Road, Box 82-A, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

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

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 two ; and the names of the directors who shall act until the first annual meeting or until their successors are duly chose and qualify are Thomas Moder, Mary Moder and George E. Snyder, Jr.,

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 12th day of October, 1981.

WITNESS:

Linda M. Rohrer

Thomas Moder
Thomas Moder

Linda M. Rohrer

Mary Moder
Mary Moder

Linda M. Rohrer

George E. Snyder, Jr.
George E. Snyder, Jr.

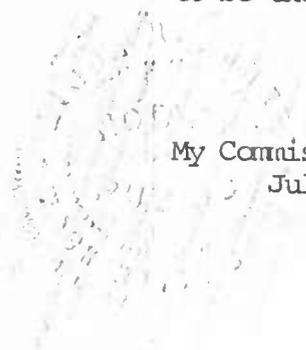
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 12th day of October, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Thomas Moder, Mary Moder and George E. Snyder, Jr., and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

My Commission Expires
July 1, 1982

Linda M. Rohrer
Notary Public



ARTICLES OF INCORPORATION
OF
MTM INDUSTRIES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 23, 1981 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2522, folio 62157, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Michael W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 117980

8101097

Apr 16 1 20 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

Received For Record April 16, 1982 at 1:20 o'clock pm liber 31

FIRST: I, GERALD K. GIMMEL, whose post office address is Suite 145, 4 Professional Drive, Gaithersburg, MD 20879, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Certified Brokerage Services, Inc.

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

(1) To act as a shipper's agent in the arranging of transportation services by means of rail, water, air, or motor carrier.

(2) To obtain a license as a broker of property from the Interstate Commerce Commission and appropriate state commissions and to act and operate as a broker of property.

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

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 2097, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is E.J. Donohue, Jr., 1400 Haven Road, T-7, Hagerstown, MD 21740. 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 100,000 shares of common stock, with par value of One Dollar (\$1.00) per share.

SIXTH: The number of Directors of the Corporation

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

- (1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and
- (2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
E.J. Donohue	552 Jefferson St. Hagerstown, MD 21740
E.J. Donohue, Jr.	552 Jefferson St. Hagerstown, MD 21740
Gerald K. Gimmel	Suite 145, 4 Professional Drive Gaithersburg, MD 20879

SEVENTH: All of the issued stock of all classes shall be subject to the restrictions on transfer established by the Board of Directors and indicated on the face of each stock certificate.

EIGHTH: In the event of the increase in the number of shares issued, existing stockholders shall have the absolute preemptive right to purchase and acquire such number of shares of the new issue as will allow each shareholder to maintain his percentage ownership in all the shares then issued and outstanding.

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

-3-

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

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.

TENTH: (1) As used in this Article TENTH, 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 process to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of October, 1981, and I acknowledge the same to be my act.

WITNESS:

MEL. WEIMAN
& SAVITZ
ATTORNEYS AT LAW
PROFESSIONAL DRIVE
SUITE 145
ROCKSBURG, MD. 20879

PH 840-8565




GERALD K. GIMMEL

ARTICLES OF INCORPORATION
OF
CERTIFIED BROKERAGE SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland October 26, 1981 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2522, folio 02195 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

David W. Baker



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 20 PM '82

A 117960
8101110

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

CHURCH OF GOD OF HAGERSTOWN, INC.

"The Old Paths" Publishers

Received For Record April 16, 1982 at 1:20 o'clock
pm liber 31

P. O. BOX 1069
919 CORBETT STREET
HAGERSTOWN, MD 21740
301-797-3593 & 790-0149
EARL E. MARQUISS, SR., DIRECTOR

October 20, 1981

CERTIFICATION

The Undersigned, Secretary-Treasurer of Church of God of Hagerstown a Maryland Corporation, does hereby certify that the following Resolutions were adopted by the Corporation on October 20, 1981:

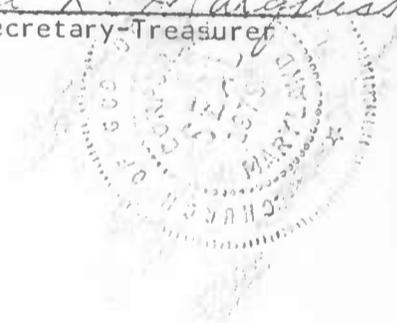
RESOLVED: That the Resident Agent who still is Earl E. Marquiss, Sr., has changed his address from 344 West Side Avenue, Hagerstown, Maryland to 828 Kenly Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FURTHER RESOLVED: That the address of the place at which the principal office of the Corporation in the State of Maryland will be located is hereby changed from 35 Hump Road, Hagerstown, Maryland, to 919 Corbett Street, Hagerstown, Maryland 21740.

The Undersigned further certifies that said Resolutions have not been revoked or changed subsequent to their adoption, and continue in full force and effect.

Date October 21, 1981

Signed Naomi R. Marquiss
Secretary-Treasurer



NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

CHURCH OF GOD OF HAGERSTOWN

2

received for record October 26, 1981

, at 8:30 A. M.

and recorded on Film No. 2522

Frame No. 00191 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

443

AA No 19556A

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	

Mr. Clerk Mail to: Church of God of Hagerstown
919 Corbett Street, box 1069
Hagerstown, Maryland 21740

mc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 16 1 20 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

340

Physical Therapy, Inc.

Frank E. Collins, Jr.
Robert B. Peterson
Robert E. Schwartz, Jr.

879 Commonwealth Avenue
Hagerstown, Maryland 21740

301-791-7700
APR 27 82 AM 15210 ***.50
APR 27 82 AM 15209 *****.75

CERTIFICATE OF RESOLUTION OF CHANGE OF RESIDENT AGENT

I, Robert B. Peterson, Secretary of Physical Therapy, Inc., a corporation duly organized and existing under the laws of the State of Maryland, do hereby certify that by informal action of the Board of Directors of the Corporation, the following resolution was adopted by the unanimous consent of all of the Directors:

"RESOLVED: That the resident agent of the Corporation be changed from Robert E. Schwartz, Jr., whose address is 620 S. Ellwood Avenue, Baltimore, Maryland 21224, to Robert B. Peterson, whose address is 5592 Sedwick Court, Frederick, Maryland 21701."

IN WITNESS WHEREOF, I have set my hand affixed the Seal of the Corporation on this 29th day of December, 1981.

SEAL

Robert B. Peterson
Robert B. Peterson, Secretary

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

706

OF

PHYSICAL THERAPY, INC.

received for record December 30, 1981

, at 8:30 A.M.

and recorded on Film No. 2527

Frame No. 00674 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA No 19837 A

Special Fee Paid	\$5.00	.75
Recording Fee Paid	\$3.00	.50
Total	\$8.00	

Mr. Clerk Mail to: Physical Therapy, Inc.
879 Commonwealth Avenue
Hagerstown, Maryland 21740

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 27 9 23 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

HOFFMAN TRANSPORT, INC.

ARTICLES OF INCORPORATION

APR 27 82 AM 15200 *****5.00

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Hoffman Transport, Inc.

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

1. To own operate, lease, rent, purchase and otherwise utilize trucks for the purpose of hauling commodities, transporting goods, wares, merchandise, freight and any other property of every kind and nature and to conduct, engage in, and carry on the business of transportation of property; and to own, operate, maintain, use and dispose of terminal properties and depots, storage facilities, machine and repair shops, tools and machinery which may be necessary or useful in connection with the business of the Corporation.

2. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

3. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

4. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

5. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office

of the Corporation in Maryland is Route 6, Box 89, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in Maryland is Route 6, Box 89, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland. The name of the resident agent of the corporation is John R. Hoffman

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, par value of \$10.00 per share.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Diane L. Hoffman and John R. Hoffman

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.

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this *eleventh* day of *December*, 1981.

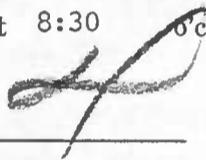
WITNESS:

Nancy C. Boyer

Lynn F. Meyers
Lynn F. Meyers

ARTICLES OF INCORPORATION
OF
HOFFMAN TRANSPORT, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 28, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.



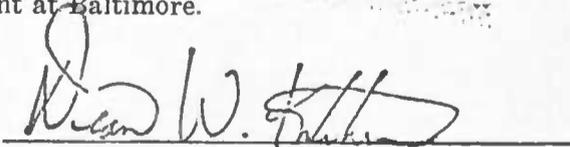
Recorded in Liber 2528, folio 1310 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 121327
8103596

APR 27 9 23 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION
OF
CEARFOSS ENTERPRISES, INC.

APR 27 1982 AM 15207 5.00

FIRST: I, Carol Jean Martin, whose post office address is Route 1, Box 264, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To merchandise, sell, offer for sale, and distribute at wholesale and resale, foods, food stuffs, alcoholic beverages, and other beverages of all kinds and descriptions, whether in bulk, package, bottle or can, including beverages of all kinds and for all purposes, and generally deal in groceries, grocery products, alcoholic beverages, and consumables.

(2) To own, hold, rent, lease, manage, encumber, improve, exchange, buy, and sell real property, collect rents, and do a general real estate business; and in general to have and exercise all powers, rights, and privileges necessary and incident to carrying out property of the objects above mentioned.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Cearfoss Enterprises, Inc., Cearfoss Auction House, Route 6, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ralph H. France, II, 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 10,000 shares of common stock with par value of \$10.00 per share.

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 but not less than one; and

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Carol Jean Martin, Emanuel N. Tsourounakis, and Lester Leon Williams.

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

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

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

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

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

(3) With respect to:

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

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

(c) the merger of the Corporation into another Corporation or the merger of one or more other Corporations in the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

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

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such actions shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or 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 EIGHTH 3.

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 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 21st day of December, 1981, and I acknowledge the same to be my act.

Witness:

Diaki L. Gimm

Carol Jean Martin (SEAL)
Carol Jean Martin

ARTICLES OF INCORPORATION
OF
CEARFOSS ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 28, 1981 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber *2528*, folio *62001*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 121397

APR 27 9 23 AM '82

8103588

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated as of the 1st day of October, 1980, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, (hereinafter referred to as the "Code") are entered into by and between the corporations named in Article THIRD below, which are referred to herein collectively as the Constituent Corporations.

FIRST: The Constituent Corporations have agreed to effect a merger, and that the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged are and shall be as set forth herein.

SECOND: American Moulding, Inc., a Maryland corporation, shall be the surviving corporation (hereinafter sometimes called the "Surviving Corporation") under the name of American Moulding, Inc.

THIRD: The parties to these Articles of Merger are American Moulding, Inc., a corporation organized under the General Corporation Law of Maryland on October 8, 1971, and American Framing Equipment and Supply Company, Inc. (hereinafter called "American Framing"). Surviving Corporation is qualified or registered to do business in Maryland.

FOURTH: The Articles of Amendment of the Surviving Corporation are hereby amended to be as set forth in Exhibit A hereto, and as amended, all the terms and provisions thereof are hereby incorporated in these Articles and made a part hereof

with the same force and effect as if herein set forth in full; and, from and after the Effective Date, as hereinafter defined, and until further amended as provided by law, said Exhibit A, separate and apart from these Articles shall be, and may be separately certified as, the Articles of Incorporation, as amended, of the Surviving Corporation.

FIFTH: American Framing has an authorized capitalization of Ten Thousand (10,000) shares of common stock with a par value of Ten Dollars (\$10.00) per share, and Four Thousand Three Hundred Twenty-six (4,326) shares outstanding, for an aggregate par value for all shares outstanding of Forty-three Thousand Two Hundred Sixty Dollars (\$43,260.00).

For purposes of this merger said corporation's stockholders' equity is valued at Seventy-five Thousand Dollars (\$75,000.00) in the aggregate, the respective stockholders' interests are valued as follows:

Elvan W. Atherly	1,689 shares	-	\$29,280
Wiley Shelton	2,337 shares	-	\$40,515
Earl E. O'Brian	300 shares	-	<u>\$ 5,205</u>
Total	4,326 shares	-	\$75,000

American Moulding, Inc. has an authorized capitalization of Ten Thousand (10,000) shares of common stock with a par value of Ten Dollars (\$10.00) per share, and Five Hundred (500) shares outstanding, for an aggregate par value for all shares outstanding of Five Thousand Dollars (\$5,000.00).

For purposes of this merger, said corporation's stockholder's equity is valued at Six Hundred Seventy-five Thousand Dollars (\$675,000.00) in the aggregate, the respective stockholders' equity interests are valued as follows:

Elvan W. Atherly	425 shares	-	\$573,750
Willard Atherly	<u>75 shares</u>	-	<u>\$101,250</u>
Total	500 shares	-	\$675,000

SIXTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) There shall be at this time four classes of stock, defined as follows:

(1) Voting Common Stock at \$10 per share--Class A (hereinafter referred to as Class A Stock): This stock will vote the shares of the Corporation and share in the growth on a par value relationship with the Class B stock below.

(2) Non-voting Common Stock--Class B (hereinafter referred to as Class B Stock): This stock will share in the profits of the corporation but have no vote. This stock will be convertible at the option of the Corporation into 5% Non-cumulative preferred stock having a par value of \$10, see Class D Preferred Stock below. Said conversion shall be based upon the then book value of the Class B Stock into the par value of the Class D Stock.

(3) Class C Convertible Preferred (hereinafter referred to as Class C Preferred Stock): \$5.00 par value preferred stock. Upon the death of Elvan Atherly this stock will be convertible into Class A Stock at a rate of 241 shares of this stock for 9,798 shares of Class A stock. This stock will not pay dividends.

(4) Class D Preferred--(hereinafter referred to as Class D Preferred): 5% non-cumulative preferred stock having a par value of \$10 and liquidation privileges.

(b) The present stock listed in paragraph FIFTH above shall be converted into or changed into the following holdings of stock of the Surviving Corporation:

	<u>Shares</u>	<u>Value</u>
Elvan Atherly - Class A -	10,198	\$101,980.00
Class B -	50,105	<u>501,050.00</u>
		\$603,030.00
Willard Atherly Class A	3,000	\$ 30,000.00
Class B	7,125	<u>71,250.00</u>
		\$101,250.00
Wiley Shelton - Class A	400	\$ 4,000.00
Class B	3,531	35,310.00
Class C Pref.	241	<u>1,205.00</u>
		\$ 40,515.00
Earl O'Brian - Class A	400	\$ 4,000.00
Class C Pref.	241	<u>1,205.00</u>
		\$ 5,205.00
GRAND TOTAL		\$750,000.00

SEVENTH: The principal office of American Framing in the State of Maryland is located in Washington County. American Framing owns no property in any county in Maryland, the title to which could be affected by the recording of an instrument among the land records.

EIGHTH: The principal office of Surviving Corporation in its state of organization is P. O. Box 1248, Hagerstown, Maryland 21740.

NINTH: The terms and conditions of the merger as set forth in these Articles was unanimously advised, authorized and approved and by a resolution of the respective Boards of Directors/at a special meeting of the Stockholders of American Framing and the Surviving Corporation in conformity with their charters and the laws of the State of Maryland.

TENTH: Upon the Effective Date:

(a) the assets and liabilities of American Framing shall be taken up on the books of the Surviving Corporation at the amount at which they shall at that time be carried on the books of American Framing, subject to such adjustments, if any, as may be necessary to conform to the Surviving Corporation's accounting procedures, and

	<u>Shares</u>	<u>Value</u>
Elvan Atherly - Class A -	10,198	\$101,980.00
Class B -	50,105	<u>501,050.00</u>
		\$603,030.00
Willard Atherly Class A	3,000	\$ 30,000.00
Class B	7,125	<u>71,250.00</u>
		\$101,250.00
Wiley Shelton - Class A	400	\$ 4,000.00
Class B	3,531	35,310.00
Class C Pref.	241	<u>1,205.00</u>
		\$ 40,515.00
Earl O'Brian - Class A	400	\$ 4,000.00
Class C Pref.	241	<u>1,205.00</u>
		\$ 5,205.00
GRAND TOTAL		\$750,000.00

SEVENTH: The principal office of American Framing in the State of Maryland is located in Washington County. American Framing owns no property in any county in Maryland, the title to which could be effected by the recording of an instrument among the land records.

EIGHTH: The principal office of Surviving Corporation in its state of organization is P. O. Box 1248, Hagerstown, Maryland 21740.

NINTH: The board of directors of American Framing on by a majority vote of the entire Board of Directors, duly adopted a resolution declaring that a merger substantially upon terms and conditions set forth in these Articles of Merger was advisable and directing their submission to a meeting of stockholders.

TENTH: Upon the Effective Date:

(a) the assets and liabilities of American Framing shall be taken up on the books of the Surviving Corporation at the amount at which they shall at that time be carried on the books of American Framing, subject to such adjustments, if any, as may be necessary to conform to the Surviving Corporation's accounting procedures, and

(b) all of the rights, privileges, immunities, powers, purposes and franchises of American Framing and all property, real, personal and mixed, and all debts due to American Framing on whichever account shall be vested in the Surviving Corporation, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of American Framing, and all debts, liabilities, obligations and duties of American Framing shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

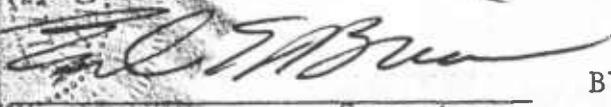
The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

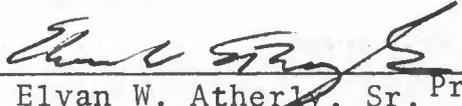
The merger provided for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of American Framing, except insofar as continued by statute, shall cease on the date that an Agreement of Merger, approved, certified, executed and acknowledged by American Framing and Surviving Corporation as required by the laws of the State of Maryland, and these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by American Framing and Surviving Corporation are filed for record with the State

Department of Assessments and Taxation of Maryland as required by the laws of the State of Maryland.

IN WITNESS WHEREOF, American Framing and American Moulding, the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 1 day of October , 1980.

AMERICAN MOULDING, INC.

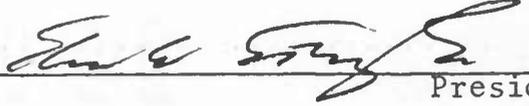

Earl E. O'Brian, Secretary

BY 
Elvan W. Atherly, Sr. President

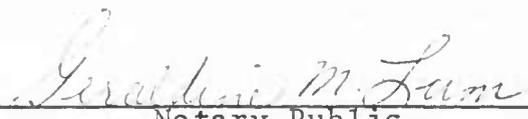
ATTEST:

AMERICAN FRAMING EQUIPMENT AND SUPPLY COMPANY, INC.

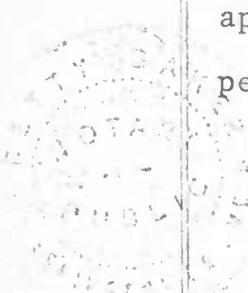

Secretary

BY 
President

THE ABOVESIGNED, President of American Moulding, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Notary Public

THE UNDERSIGNED, President of American Framing Equipment and Supply Company, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


Betty B. Baker
Notary Public

AMERICAN MOULDING, INC.

ARTICLES OF AMENDMENT

FIRST: I, William P. Nairn, whose post office address is 100 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is AMERICAN MOULDING, INC.

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

(1) 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, merchandise and real or personal property of every kind, class and description and especially that type, class and description used in manufacturing, wholesaling and retailing of pictures and picture framing materials, merchandise and equipment. The purposes specified herein shall be construed both as purposes and powers and shall not be limited or restricted nor shall expression of one thing be deemed to exclude another, and although the principal business in which this corporation shall engage shall be manufacturing and wholesaling and retailing of pictures, picture frames and picture framing machinery, equipment, supplies and materials, said corporation shall not be limited or restricted to said class of business and herein expressly claims all of the rights, powers and privileges granted to corporations by the Laws of the State of Maryland as they now exist or shall hereafter be expanded.

(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 P. O. Box 1248, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State are Earl E. O'Brian, 2604 Breezewood Drive, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred sixty-five thousand two hundred fifty (165,250) divided into the following classes of stock:

Class A Common - 35,000 shares with a par value of Ten Dollars (\$10.00) per share, for an aggregate par value of \$350,000;

Class B Common - 64,750 shares with a par value of Ten Dollars (\$10.00) per share, for an aggregate par value of \$647,500.

Class C Preferred - 500 shares with a par value of Five Dollars (\$5.00) per share, for an aggregate par value of \$2,500;

Class D Preferred - 65,000 shares with a par value of Ten Dollars (\$10.00) per share for an aggregate par value of \$650,000.

The following is a description of each class of stock of the Corporation with preferences, conversion and other rights, restrictions, voting powers and qualifications of each class:

(1) Class A Common: This stock will vote the shares of the Corporation and share in the growth on a par value relationship with the Class B Stock.

(2) Class B Common: This stock will share in the profits of the corporation but have no vote. This stock will be convertible at the option of the Corporation into 5% Non-cumulative preferred stock having a par value of \$10. Said conversion shall be based upon the then book value of the Class B Stock into the par value of the Class D Stock.)

(3) Class C Convertible Preferred: \$5.00 par value preferred stock. Upon the death of Elvan Atherly this stock will

be convertible into Class A Stock at a rate of 241 shares of this stock for 9,798 shares of Class A stock. This stock will not pay dividends.

(4) Class D Preferred: 5% non-cumulative preferred stock having a par value of \$10 and liquidation privileges.

(5) In the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation, the holders of the Common Stock and Preferred Stock of the Corporation shall be paid out of the assets of the Corporation available for distribution to its stockholders in the following order of priority:

(a) To the holders of Class D Preferred Stock, an amount equal to the par value of the stock plus any declared but unpaid dividends;

(b) To the holders of the Class C Preferred Stock, an amount equal to the par value of the stock;

(c) To the holders of the Class A and B Common Stock, an amount equal to the remaining net assets of the Corporation after the payment of the Preferred Stock above, distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests.

SIXTH: The number of directors of the Corporation shall be six (6), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than six (6). The names of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Elvan W. Atherly, Willard Atherly, Leona Atherly, Wiley Shelton, David Jones and Earl E. O'Brian.

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.

(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 the sale, lease, exchange or transfer of all or substantially all of the assets of the corporation.

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

(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 a vote of not less than a majority of the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors, as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH (4).

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 provide any indemnification required or permitted by the Laws of Maryland and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than by action by or in the right

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

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

despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

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

(4) Any indemnification under paragraphs 1 or 2 of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the

director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Amendment, this 1st day of October, 1980, and I acknowledge the same to be my act.

WITNESS:

Betty Baker

William A. Cain

ARTICLES OF MERGER

MERGING

AMERICAN FRAMING EQUIPMENT AND SUPPLY COMPANY, INC.
(MD. CORP.)

INTO

AMERICAN MOULDING, INC. (MD. CORP.) Survivor

approved and received for record by the State Department of Assessments and Taxation

of Maryland December 17, 1981 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

16

Recorded in Liber 2528, folio 3240, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 230.00 Recording fee paid \$ 40.00 Special Fee paid \$ _____
10.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

David W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 27 9 23 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 121557

8103520

ARTICLES OF INCORPORATION

FOR

BRISTOW ENTERPRISES INCORPORATED

(A Close Corporation)

APR 28 1982 15205 *****5.00

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is Bristow Enterprises Incorporated.

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

- (a) To engage in the restaurant business.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, 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 business that

the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

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

(e) 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, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(g) 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.

The aforesaid enumeration of the purposes, objects and the 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 to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 1013 Oak Hill Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be Martha Bristow.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of December, 1981.

WITNESS:

Samuel S. Artz

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17th day of December, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Lorela S. Arty
Notary Public

LAW OFFICES RICHARD W. LAURICELLA



ARTICLES OF INCORPORATION
OF
BRISTOW ENTERPRISES INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 22, 1981 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

G

Recorded in Liber *2528*, folio *60377*, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 121265
8103423

APR 27 9 23 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

FOR

JACQUES INSURANCE INCORPORATED APR 27 1982 13201 5.00

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is JACQUES INSURANCE INCORPORATED.

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

(a) To engage in the business of selling insurance as an agent or broker.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

(c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, 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 business that

LAW OFFICES RICHARD W. LAURICELLA

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, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

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

(e) 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, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(g) 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.

The aforesaid enumeration of the purposes, objects and the 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 to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 3, Box 94, Smithsburg, Maryland 21783. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be Samuel Jacques.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of December, 1981.

WITNESS:

Patricia S. Artz

Richard W. Lauricella
Richard W. Lauricella

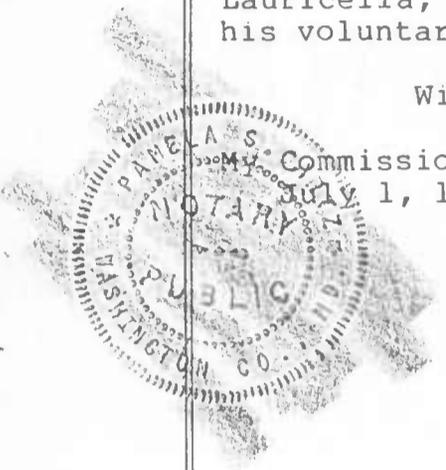
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17th day of December, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

Commission Expires: July 1, 1982

Pamela S. Artz
Notary Public



LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION
OF
JACQUES INSURANCE INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 22, 1981 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

C

Recorded in Liber 2528, folio 0370, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Dean W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 27 9 23 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 121264
8103422

ARTICLES OF INCORPORATION

FOR

82 A# 15203 1982-04-25 00

S. A. JACQUES REAL ESTATE INCORPORATED

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is S. A. JACQUES REAL ESTATE INCORPORATED.

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

(a) To engage in the business of selling real estate as an agent or broker.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

(c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, 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 business that

LAW OFFICES RICHARD W. LAURICELLA

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, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

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

(e) 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, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(g) 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.

The aforesaid enumeration of the purposes, objects and the 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 to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 3, Box 94, Smithsburg, Maryland 21783. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be Samuel Jacques.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of December, 1981.

WITNESS:

Samuel Jacques

Richard W. Lauricella
Richard W. Lauricella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17th day of December, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Pamela S. Pety
Notary Public



LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION

OF

S. A. JACQUES REAL ESTATE INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland December 22, 1981 at 11:30 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2528, folio 0218 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Richard W. Baker



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 27 9 23 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 121239
8103421

386

ARTICLES OF INCORPORATION

BAER FOUNDATION, INC.

PP 27-82 A# 15202 *****5.00

FIRST: I, John M. Baer, whose post office address is 745 Briarcliff Drive, Hagerstown, Maryland 21740 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Baer Foundation, Inc.

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

(1) To receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

(2) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propoganda or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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

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

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

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

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

(8) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(9) Pursuant to Section 5-202 of the Corporations and Associations Volume of the Annotated Code of Maryland the Corporation has no authority to issue capital stock.

(10) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended.

FOURTH: The post office address of the principal office of the Corporation in this State is 745 Briarcliff Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John M. Baer, 745 Briarcliff Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to 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 elected and qualify are: John M. Baer, Joan C. Baer and Merle S. Elliott.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of December, 1981, and I acknowledge the same to be my act.

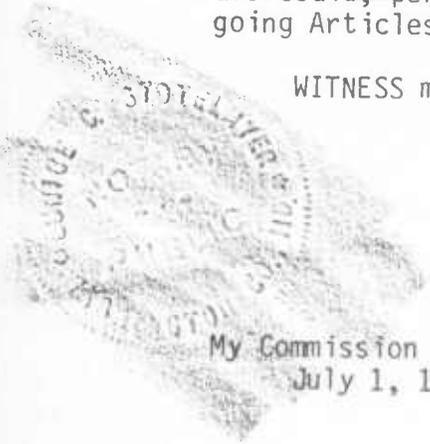
WITNESS:

Eunice C. Stetelmeyer John M. Baer
John M. Baer

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 15th day of December, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John M. Baer and acknowledged the afore-going Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

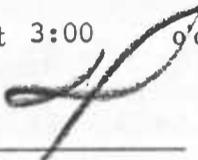


Eunice C. Stetelmeyer
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
BAER FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 22, 1981 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.



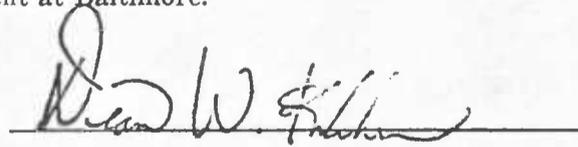
Recorded in Liber 2528, folio 60292, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 27 9 23 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 121251

8103403

ELECTRO ENTERPRISES, INC.

ARTICLES OF REVIVAL

PP 27-82 A 15215 *****5.00

Electro Enterprises, Inc., a Maryland corporation having its principal office in Hagerstown, Washington County, Maryland, (hereinafter referred to as the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

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

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was Electro Enterprises, Inc.

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

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is Electro Enterprises, Inc., c/o France and Metzner, P.A., 81 West Washington Street, Hagerstown, Maryland 21740, and said principal office is located in Hagerstown, Washington County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland is Ralph H. France, II, Esquire, 81 West Washington Street, Hagerstown, Maryland. ²¹⁷⁴⁰ Said resident agent is a citizen actually residing in this State.

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

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

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

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 11th day of December, 1981.



ATTEST:
Debra E. Gigeous
Debra E. Gigeous
Secretary

ELECTRO ENTERPRISES, INC.
BY: Sandra L. Mose
Sandra L. Mose
President

THE UNDERSIGNED, the last acting President and Secretary of Electro Enterprises, Inc., who executed on behalf of said Corporation the foregoing Articles of Revival, of which this certificate is made a party, hereby acknowledge the foregoing Articles of Revival to be their act.

Dated: December 11, 1981

Sandra L. Mose
Sandra L. Mose

Debra E. Gigeous
Debra E. Gigeous

ARTICLES OF REVIVAL
OF
ELECTRO ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 17, 1981 at 11:30 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2528, folio 0169 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Michael W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
APR 27 9 23 AM '82
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

A 121229
8103250

7
KLINE ASSOCIATED ROOFING CONTRACTORS INC.
ARTICLES OF INCORPORATION

-82 A 15201 15.0

FIRST: I, Raymond W. Kline whose post office address is Route 5, Box 349, Hagerstown, Maryland 21740 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Kline Associated Roofing Contractors, Inc..

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

(1) To engage in the business of erecting or altering, under contract or otherwise, houses, churches, school houses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever name or nature; to make estimates on and bid for the construction of such buildings and to do every act and thing commonly done by building and roofing contractors; to buy and sell building materials and roofing materials and to enter into contracts for the roofing of buildings; 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 the principal office of the Corporation in this State is 350 East First Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Raymond W. Kline, Route 5, Box 349, Hagerstown, Maryland, 21740. 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 ten thousand (10,000) shares of common stock, without par value.

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

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

(2) If there is stock outstanding and so long as there are less than three (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: Raymond W. Kline, Barbara E. Kline, and Kenneth E. Kline.

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.

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 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 proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who are 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 this Articles of Incorporation this 16th day of December, 1981, and I acknowledge the same to be my act.

WITNESS:

Camela J. Souker

Raymond W. Kline
Raymond W. Kline

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 16th day of December, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Raymond W. Kline and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and official Notarial Seal

Camela J. Souker
Notary Public



Commission Expires: July 1, 1982

ARTICLES OF INCORPORATION
OF
KLINE ASSOCIATED ROOFING CONTRACTORS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 16, 1981 at 2:00 o'clock P. M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2527, folio 62528, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 121043

APR 27 9 23 AM '82

8103199

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION
OF
POTOMAC 1200, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, William C. Wachter, whose post office address is 473 North Potomac Street, Hagerstown, Maryland, 21740; George W. Bushey, whose post office address is 473 North Potomac Street, Hagerstown, Maryland, 21740; and Omer T. Kaylor, Jr., whose post office address is 123 West Washington Street, Hagerstown, Maryland, 21740, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is POTOMAC 1200, INC.

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

(a) To buy, acquire, lease, option or contract for real estate, to develop, subdivide and/or construct improvements thereon, and to sell, lease, option, contract or otherwise sell, convey or dispose of said real estate.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of foods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust

certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(d) 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 purpose.

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through

AYLOR, WANTZ
& DOUGLAS
ATTORNEYS AT LAW
BOSTON, MARYLAND

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.

(f) 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.

(g) 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 or districts of the United States of America.

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 to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation is 473 North Potomac Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is George W. Bushey whose post office address is 473 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 shares of the par value of \$100.00 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is \$500,000.00 (Five Hundred Thousand Dollars).

SIXTH: The Corporation shall have three Directors:
William C. Wachter, 473 North Potomac Street, Hagerstown, Maryland, 21740
George W. Bushey, 473 North Potomac Street, Hagerstown, Maryland, 21740
Omer T. Kaylor, Jr., 123 West Washington Street, Hagerstown, Maryland 21740.

These three persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, 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 considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any

of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may not be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may not vote thereat to authorize any such contract or transaction. Ratification of an interested director transaction shall be by a majority of disinterested directors.

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

deem expedient.

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 17th day of November, 1981.

Witness:

William C. Wachter (SEAL)
William C. Wachter

George W. Bushey (SEAL)
George W. Bushey

Omer T. Kaylor, Jr. (SEAL)
Omer T. Kaylor, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 17th day of November, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared William C. Wachter, George W. Bushey and Omer T. Kaylor, Jr. and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Gloria S. Moore
Notary Public

My commission expires:
7/1/82

ARTICLES OF INCORPORATION
OF
POTOMAC 1200, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland Decmeber 14, 1981 at 12:00 o'clock Noon M. as in conformity
with law and ordered recorded.

8

Recorded in Liber 2527, folio 62161, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 100.00 Recording fee paid \$ 24.00 Special Fee paid \$ _____
6.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 119986

APR 27 9 23 AM '82

8103083

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

FOR

CHAMP INCORPORATED

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

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

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

(a) To engage in the manufacture and distribution of pet related items.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

(c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, 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 business that

LAW OFFICES RICHARD W. LAURICELLA

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, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

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

(e) 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, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(g) 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.

The aforesaid enumeration of the purposes, objects and the 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 to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 901 Pope Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share of stock is issued shall be Charles C. Clarke.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of December, 1981.

WITNESS:




Richard W. Lauricella

LAW OFFICES RICHARD W. LAURICELLA

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 9th day of December, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Patricia S. Artz
Notary Public



LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION

OF

CHAMP INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland December 14, 1981 at 3:00 o'clock P. M. as in conformity with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2527, folio 1648, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

A 119901

APR 27 9 23 AM '82

8103060

LIBER _____ FOLIO _____

LAND VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

FOR

CATOCTIN MOUNTAIN TRAVEL SERVICES LIMITED

(A Close Corporation)

PA 27-82A 15188 *****5.00

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is CATOCTIN MOUNTAIN TRAVEL SERVICES LIMITED.

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

(a) To engage in the travel and travel arrangements business.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

(c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, 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 business that

LAW OFFICES RICHARD W. LAURICELLA

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, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

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

(e) 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, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(g) 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.

The aforesaid enumeration of the purposes, objects and the 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 to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is P. O. Box 31, 14102 Brown Road, Smithsburg, Maryland. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be Steven Mazur.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of December, 1981.

WITNESS:

Pamela S. Arty

Richard W. Lauficella
Richard W. Lauficella

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 9th day of December, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Pamela S. Artz
Notary Public



LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION
OF
CATOCTIN MOUNTAIN TRAVEL SERVICES LIMITED

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 14, 1981 at 3:00 o'clock p. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2527, folio 61641, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Michael W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 119900

8103059

APR 27 9 23 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF AMENDMENT
OF

ROTARY CLUB OF HAGERSTOWN CHARITABLE FOUNDATION, INC.

APR 27 1982 AM 15197 *****5.00

Rotary Club of Hagerstown Charitable Foundation, Inc., a Maryland corporation having its principal office in Hagerstown, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended to change Article Third, paragraph (c) by inserting the following phrase at the end of the paragraph:

"except that the Corporation shall not engage, except in an insubstantial degree, in any activity not in furtherance of its charitable purposes and/or not permitted to be engaged in by an organization exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code."

The Board of Directors of the Corporation at a special meeting duly convened and held on October 14, 1981 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Directors of the Corporation approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF, said Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary on the 9th day of December, 1981.

ATTEST:

ROTARY CLUB OF HAGERSTOWN CHARITABLE FOUNDATION, INC.

Evelyn Smith
Secretary

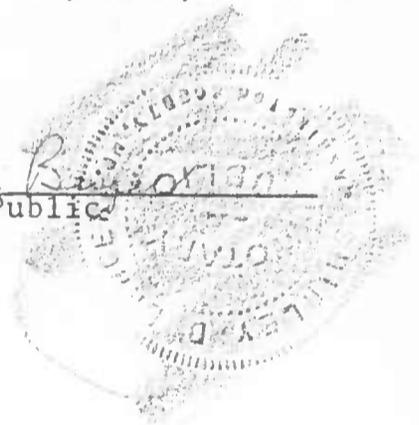
By Walter T. ...
President

I HEREBY CERTIFY, that on this 9th day of
December, 1981 before me, the subscriber, a Notary
 Public in and for the State and County aforesaid, personally
 appeared Max C. Tierney, President of Rotary Club of
 Hagerstown Charitable Foundation, Inc., a Maryland corporation
 and in the name and on behalf of said corporation acknowledged
 the foregoing Articles of Amendment to be the corporate act
 of said corporation and further made oath in due form of law
 that the matters and facts set forth in said Articles of Amendment
 with respect to the approval thereof are true to the best of
 his knowledge, information and belief.

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

Comm. Exp.: 7/1/82

Shirley D. B...
 Notary Public



ARTICLES OF AMENDMENT
OF
ROTARY CLUB OF HAGERSTOWN CHARITABLE FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 10, 1981 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2527, folio 0703 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Dean W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 27 9 23 AM '82

A 119796

8102991

LIBER _____ FOLIO _____

LAND _____ CLERK _____

420

KEY ROYALTY CORPORATION FORMERLY

KEY REALTY CORPORATION

ARTICLES OF REVIVAL

PS 27-32A# 15214 5.00

Key Realty Corporation, a Maryland corporation having its principal office in Hagerstown, Washington County, Maryland, (hereinafter called the Corporation) hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on April 13, 1973 for failure to file an annual report after 1971 with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Key Realty Corporation.

THIRD: The name by which the Corporation will hereafter be known is Key Royalty Corporation.

FOURTH: (a) The post office address of the principal office of the Corporation of the State of Maryland is Number 827 Marion Street, Hagerstown, Maryland 21740 and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Bradley T.J. Mattee, Jr., 33 Bloomsbury Avenue, Catonsville Baltimore County, Maryland. Said resident agent a citizen actually residing in the State of Maryland.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes and
- (d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable to the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Assistant Treasurer of the Corporation, have signed these Articles of Revival on December 16th 1980.

Evans Overman
Last Acting President

Bruce J. Mitter
Last Acting Assistant Treasurer

422

STATE OF MARYLAND
Washington County

I HEREBY CERTIFY that on the 16th day of December, 1980 before me, the subscriber, a notary public of the State of Maryland in and for Washington County, personally appeared Evan Crossley, the last acting President and Bradley T. J. Mettee, Jr., the last acting Assistant Treasurer of Key Realty Corporation, a Maryland Corporation and severally acknowledged the foregoing Articles of Revival to be their act.

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



Dick L Keller
Notary Public
Commission Expires: 7/1/82

ARTICLES OF REVIVAL
OF
KEY REALTY CORPORATION
Changing its name to:
KEY ROYALTY CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 7, 1981 at 10:55 o'clock A M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 1527, folio 1872, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 119938

APR 27 9 24 AM '82

8102772

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

424

and
BURGER . RHODES, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 24
day of October, 1981, by and between BURGER ^{and} RHODES, INC.,
a Maryland Corporation (hereinafter sometimes referred to as
the "Transferor"), and South Mountain Corporation, a Maryland
Corporation (hereinafter sometimes referred to as the Transferee').

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign
and transfer substantially all of its property and assets to
Transferee, its successors and assigns, as hereinafter set
forth.

SECOND: The name, post office address and principal
place of business of Transferee are: Appalachian Inn, Dual
Highway, Hagerstown, Maryland.

THIRD: The name and state of incorporation of each
party to these Articles of Sale and Transfer are as follows:

Transferor is Burger ^{and} Rhodes, Inc., a corporation
organized under the general laws of the State of Maryland.

Transferee is South Mountain Corporation, a corporation
organized under the general laws of the State of Maryland.

Transferee was incorporated on October 14, 1981, under
the general laws of the State of Maryland and qualified to do
business as a corporation in this State.

FOURTH: The nature and amount of the consideration
to be paid by Transferee for the property and assets hereby
transferred to it as set forth in Article NINTH herein, is
Three Hundred Fifty Thousand and no/100 Dollars (\$350,000.00)
to be paid to Transferor in accordance with the terms and
conditions as set forth in the Contract of Sale (hereinafter
referred to as "Contract") between Transferee and Transferor
dated the 30th day of August, 1981, which Contract is in-
corporated by reference herein.

FIFTH: The principal office of Transferor is in the
City of Hagerstown, State of Maryland. The only county in
which Transferor owns property, the title to which could be
affected by the recording of an instrument among the Land
Records, is Washington County.

SIXTH: The location of the principal office of
Transferee in the State of Maryland is Appalachian Inn, Dual
Highway, Hagerstown, Maryland. Transferee owns no property in
this State other than what is being transferred under these
Articles of Transfer.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was advised authorized and approved by the Board of Directors of said Corporation and by a majority of stockholders of Transferee corporation at a special meeting of said corporation.

NINTH: In consideration of the payment to Transferor of Three Hundred Fifty Thousand and no/100 Dollars (\$350,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

1. Real Estate and Improvements as more particularly described on the attached survey by W. J. Teach & Associates, Inc., at \$294,000.00.
2. All equipment, furnishings and fixtures used in the operation of the Appalachian Inn., at \$50,000.00.
3. Good Will at \$6,000.00.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Maryland Corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

and

IN WITNESS WHEREOF, BURGER and RHODES, INC. and South Mountain Corporation, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice president and attested by the secretary or an assistant secretary, as of this 24 day of October, 1981.

ATTEST:

and

BURGER and RHODES, INC.

Leta M. Rhodes
Leta M. Rhodes, Secretary

BY: Elmer W. Rhodes Pres.
Elmer W. Rhodes, President

ATTEST:

SOUTH MOUNTAIN CORPORATION

Wm. Hunter
Secretary

BY: Ronald L. Long
President

and

THE UNDERSIGNED, President of Burger and Rhodes, Inc. who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Elmer W. Rhodes Pres.
Elmer W. Rhodes, President

THE UNDERSIGNED, President of South Mountain Corporation, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Ronald L. Long
President

BOX 248
HARPER'S FERRY ROAD
SHARPSBURG, MD.
301-797-8500



— LAND CORP.
CONTRACT OF SALE

01344

427

- HOMES
- FARMS
- COMMERCIAL
- INDUSTRIAL
- INVESTMENTS

This agreement, made this 30th day of August, 1981 by and between
Burger & Rhodes, Inc. T/A Appalachian Inn hereinafter called the Sellers,
 whose address is Route # 2 Boonsboro, Maryland 21713;
 and Donald L. Pong and William R. Hunter hereinafter called the Buyers,
 whose address is 7240 Arlington Boulevard Falls Church, Virginia 22042;

Witnesseth: That the Sellers do hereby agree to sell and do sell to the Buyers, and the Buyers agree to purchase and do purchase all the following described real property, with all easements and appurtenances attached thereto, situated at Route # 2 Boonsboro in Washington County, State of Maryland

and more particularly described as follows: Liber No. _____ Folio No. _____
Four acres or more including all improvements and business known as Appalachian Inn. Three bedroom house and all other out buildings, including all equipment, furnishings and fixtures pertaining to this business. Alcohol inventory will be taken by buyers and sellers on the day of settlement. Purchase of stock will be based on actual cost to sellers. Buyers agree to purchase remaining fuel oil at sellers cost.

1. At and for the sum of Three Hundred Fifty Thousand and 00/100 Dollars \$ 350,000.00
 Earnest money paid upon the execution of this agreement to be held by KEY-LAND CORP. in escrow the receipt of which is hereby acknowledged.
Five Thousand and 00/100 Dollars \$ 5,000.00
 Balance to be paid at settlement. Three Hundred Forty Five Thousand and 00/100 Dollars \$ 345,000.00

2. Settlement shall be made on or before September 16, 1981 which date is not of the essence of this contract. Any financing of the balance due shall be arranged for by the Buyers before settlement date.

3. Possession of said premises shall be delivered to the Buyers on date of settlement. If the Sellers fail to do so, and they occupy the property, or any portion thereof, the Sellers shall become tenants by sufferance, and thereby expressly waive any notice to quit required by law. The property is subject to an existing tenancy as follows: _____

4. Taxes, water and sewer will be pro-rated and Sellers shall bear full risk of loss or damages to the property by fire or other casualty until the executed Deed of conveyance is delivered to the Buyers.

5. Upon payment of the entire purchase money, the Sellers agree to execute and deliver to the Buyers a good and sufficient Deed for the property, containing covenants of general warranty and further assurances. Title is to be free of liens and encumbrances except those, if any hereinbefore mentioned and such easements, conditions and restrictions to which the premises may now be subject. If the title should be found defective and cannot be perfected within 60 days, then this agreement shall be null and void and the earnest money shall be returned to the Buyers, without interest, damages or costs. If legal steps are necessary to perfect the title, such action must be taken promptly and at the expense of the Sellers.

6. If the Buyers fail to make settlement as agreed, the earnest money paid under this contract may be forfeited at the option of the Sellers; in the event of forfeiture of the earnest money, KEY-LAND CORP. shall be entitled to one-half thereof as compensation for his services, said amount not to exceed the full commission as herein specified.

7. The Sellers recognize KEY-LAND CORP. as the Broker negotiating this contract and agree to pay a commission for services rendered amounting to \$ 10% same to be due and payable upon the signing of this contract. The party making settlement is hereby authorized and directed to deduct the aforesaid commission from the proceeds of the sale and pay same to Broker.

8. The property sold includes heating, plumbing and lighting fixtures, shades, screens, awnings, storm windows, television antenna, and other permanent equipment now on property unless otherwise agreed upon.

9. The principals to this contract mutually agree that it shall be binding upon them, their respective heirs, executors, administrators, or assigns; that the provisions hereof shall survive the execution and delivery of the Deed aforesaid and shall not be merged therein; that this contract contains the final and entire agreement between the parties hereto and that they shall not be bound by any terms, conditions, statements, warranties or representations, oral or written, not herein contained.

10. If Buyers are unable to obtain financing as set forth above, this contract shall be null and void and all earnest money refunded in full.

11. Documentary stamps and transfer taxes to be divided equally between buyers and sellers.

12. Special conditions: (A) Contract is subject to buyers obtaining transfer of tavern licenses.
 (B) Sellers to take back first mortgage in the amount of \$275,000.00 amortized over fifteen years with monthly payments of \$2,955.18 including principal and 10% interest for five years, beginning the sixth year the mortgage will increase to 12% interest, with monthly payments of \$3,500.49 including principal and interest for the remainder of the mortgage. The first payment to be due sixty days after settlement. (C) Contract will be valid upon reasonable financial statements from buyers. (D) There will be no violations or restriction in order for purchaser to open above business. (E) Termite inspection to be made on the Appalachian Inn building, to be paid by seller if treatment is necessary. (F) This contract must be accepted within twenty four hours from contract date, or contract becomes null and void.
 Witness the hands and Seals of the parties hereto void.

Witness W. M. Rhodes
 Witness W. R. Hunter
 By W. M. Rhodes
 KEY-LAND CORP.

Seller Leta M. Rhodes 8-31-81 (Seal)
 Seller Clarence Rhodes 8-31-81 (Seal)
 Buyer W. R. Hunter (Seal)
 Buyer Donald L. Pong (Seal)

ARTICLES OF SALE AND TRANSFER

BETWEEN

BURGER AND RHODES, INC. (MD. CORP.) Transferor

AND

SOUTH MOUNTAIN CORPORATION (MD. CORP.) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland December 4, 1981 at 3:00 o'clock p M. as in conformity with law and ordered recorded.

Recorded in Liber 2527, folio 61340, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
4.00 Certif to Washington Co. Land Office
\$24.00
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

David W. Baker



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

APR 27 9 24 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 119849

8102709

SNYDER AND ELGIN, P.A. 27-82 A# 15212 *****5.00

ARTICLES OF INCORPORATION

FIRST: We, George E. Snyder, Jr. and Susan C. Elgin, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code as amended.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is SNYDER AND ELGIN, P.A.

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

(1) To engage in the practice of law, to appear in a representative capacity as an attorney; to draw papers, pleadings, or documents; to perform any act in connection with the legal proceedings before a federal, state, or city court or any subdivision thereof; to advise or direct others as to civil or criminal law; enforce, settle, adjust, or compromise defaults, disputes, or claims; prepare, draw, assist in the preparation or drawing of any papers relating to the rights of others; and to prepare, draw, procure, assist in preparation or drawings of pleadings, affidavits, deeds, wills, conveyances, and mortgages.

(2) To invest funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real or personal property necessary for the performance of a professional service.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 81 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George E. Snyder, Jr., 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be two (2) which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than two (2). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: George E. Snyder, Jr. and Susan C. Elgin.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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

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

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instru-

ments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

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

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or 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 EIGHTH 3.

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.

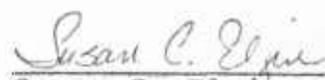
(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30th day of November, 1981, and we acknowledge the same to be our act.


George E. Snyder, Jr.


Susan C. Elgin

ARTICLES OF INCORPORATION
OF
SNYDER AND ELGIN, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 2, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2526, folio 01130 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

David W. [Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 119419

APR 27 9 24 AM '82

8102649

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

HOUSE OF KOBE, INC. '82 27-02A E 19211 *****5.00

ARTICLES OF INCORPORATION

H

FIRST: I, Masahiro Hirai, whose post office address is 50 Summit Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To erect, construct, establish, purchase, lease and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and engage in the operation of restaurants and eating and drinking places and to engage in all activities to render all services, and to buy, sell, use, handle and deal in all fixtures, machinery, equipment, products and merchandise incidental or related thereto, or of use therein. To manufacture, produce, treat, purchase and otherwise acquire, cook, bake and otherwise prepare, exchange, distribute, sell and otherwise dispose of, handle, deal and trade in food and food products of every kind and description, liquor and other drinks and beverages of every kind and description; 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 the principal office of the Corporation in this State is 50 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address

of the Resident Agent of the Corporation in this State is Hilton Smith, Hagerstown Development Corporation, 50 Summit Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, \$1.00 par value.

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Masahiro Hirai, Eunsoon Hirai, and Chae Ung Cho.

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.

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

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

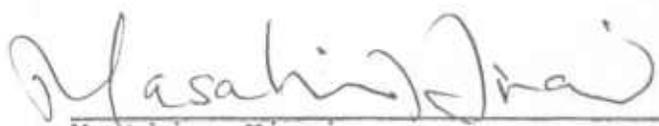
NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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.

438

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1 day of December, 1981, and I acknowledge the same to be my act.


Masahiro Hirai

ARTICLES OF INCORPORATION
OF
HOUSE OF KOBE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 2, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2526, folio 01155 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Michael W. Fisher



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 119424

APR 27 9 24 AM '82

8102643

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

440

THE COMPETITIVE EDGE, INC.

ARTICLES OF INCORPORATION

PP 27-24E 15238 111115.0

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is The Competitive Edge, Inc.

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

(1) To engage in the business of providing advertising and graphic arts and/or other related services; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §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 1185 Mount Aetna Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kenneth Beatty 1185 Mount Aetna Road, Hagerstown, Maryland 21740. 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 (\$5,000.00) shares of common stock, without par value.

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

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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:

Kenneth E. Beatty
Audrey E. Beatty
Robert L. Glessner

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.

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 §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of November, 1981, and I acknowledge the same to be my voluntary act and deed.

Peggy S. Reynolds
Witness

Roger Schlossberg (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
THE COMPETITIVE EDGE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 10, 1981 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2524, folio 01413, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Robinson



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118668

APR 27 9 48 AM '82

8101777

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

WASHINGTON COUNTY DENTAL SOCIETY, INC.

ARTICLES OF REVIVAL

PR 27 82 A# 15237 *****5.00

"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF
THE ANNOTATED CODE OF MARYLAND

Washington County Dental Society, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on March 8, 1978, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Washington County Dental Society, Inc.

THIRD: The name by which the Corporation will hereafter be know is Washington County Dental Society, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 1707 North Potomac Street, Hagerstown, Maryland. 21740

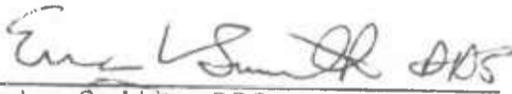
(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Joseph Wiesenbaugh, Jr. DDS, 1707 North Potomac Street, Hagerstown,

21740
 Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by the law affecting the collection of any part of such taxes; and
- (d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on October 15TH, 1981.


 Eric L. Smith, DDS


 Jeffrey Pearlman, DDS

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on *October 15th*, 1981, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Eric L. Smith, DDS, the last acting President and Jeffrey Pearlman, DDS, the last acting Secretary of Washington County Dental Society, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Betty A. Hunter

Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF REVIVAL
OF
WASHINGTON COUNTY DENTAL SOCIETY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 9, 1981 at 3:30 o'clock P M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2524, folio 00448, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 10.00
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118571

APR 27 9 48 AM '82

8101711

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

ANSELL AND HAMILTON, INC. PR 27-82 A# 15235 *****5.00

THIS IS TO CERTIFY:

FIRST: We, the undersigned, DONALD ANSELL,, whose post office address is 924 Spruce Street, Hagerstown, Md., 21740; CONSTANCE HAMILTON, whose post office address is 120 W. Washington Street, Hagerstown, MD 21740; and ANDREW HAMILTON, whose post office address is 120 West Washington Street, Hagerstown, MD 21740,, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators 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 Ansell and Hamilton, Inc.

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

The purpose is for the operation of a cocktail lounge and "on sale" liquor only.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made 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.

FOURTH: The post office address of the principal office of the Corporation in this State is Ansell & Hamilton, Inc., 1725 Pennsylvania Avenue, Hagerstown, MD. The name and post office address of the Resident Agent of the Corporation in this State is Donald Ansell, 924 Spruce Street, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

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

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; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Donald Ansell, Connie Hamilton and Andrew Hamilton.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 6th day of November, 1981.

WITNESS:

Charlotte Eichelberger

Donald Ansell
Donald Ansell

Charlotte Eichelberger

Constance Hamilton
Constance Hamilton

Charlotte Eichelberger

Andrew L. Hamilton Jr.
Andrew Hamilton

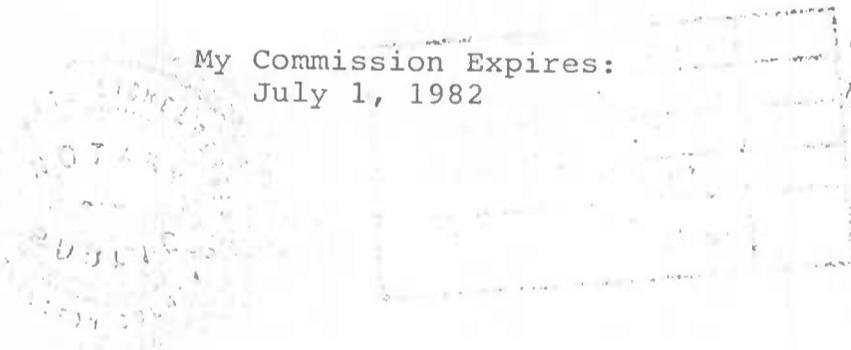
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6th day of November, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Donald Ansell, Constance Hamilton and Andrew Hamilton, and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

My Commission Expires:
July 1, 1982

Charlotte Eichelberger
Notary Public



ARTICLES OF INCORPORATION
OF
ANSELL AND HAMILTON, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 9, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2523, folio 03615, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gal B. Robinson



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118494

8101666

APR 27 9 48 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

b

ARTICLES OF AMENDMENT

POTOMAC ANESTHESIA ASSOCIATES,

DRS. HAAK, WILSON, VOLCJAK & ATHERTON, P.A. 15235 *****5.00

A Maryland Professional Service Corporation, having its principal office in Washington 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 by striking out Amended Article 2 and inserting in lieu thereof the following:

POTOMAC ANESTHESIA ASSOCIATES,

DRS. HAAK, VOLCJAK & ATHERTON, P.A.

SECOND: The Board of Directors of the Corporation, at a meeting duly convened and held on October 12, 1981, adopted a resolution in which was set forth the foregoing Amendment to the Charter, declaring that the said amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held on October 12, 1981.

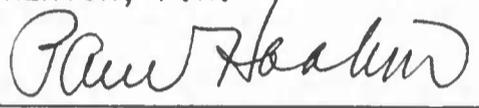
THIRD: Notice setting forth the said Amendment of Charter and stating that a purpose of the meeting of the Stockholders would be to take action thereon, was given as required by law, to all Stockholders of the Corporation entitled to vote thereon. The amendment of the charter of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of Potomac Anesthesia Associates, Dr. Haak, Wilson, Volcjak & Atherton, P.A., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of the said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature and Corporate Seal:

POTOMAC ANESTHESIA ASSOCIATES,
 DRS. HAAK, WILSON, VOLCJAK
 & ATHERTON, P.A.


 Secretary


 President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-wit:

I HEREBY CERTIFY that on this 12th day of October, A.D., 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul Haak, M.D., President of Potomac Anesthesia Associates, a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are

true and correct to the best of his knowledge, information and belief.

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

Diare Lee Rowe
Notary Public



My Commission Expires:
1 July 1982

ARTICLES OF AMENDMENT

OF

POTOMAC ANESTHESIA ASSOCIATES,
DRS. HAAK, WILSON, VOLCJAK & ATHERTON, P.A.

Changing its name to:

POTOMAC ANESTHESIA ASSOCIATES,
DRS. HAAK, VOLCJAK & ATHERTON, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 6, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2523, folio 03558, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Paul B. Johnson



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118485

APR 27 9 48 AM '82

8101656

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

b

454

M
Reson
A

ARTICLES OF MERGER

APR 27 1982 15234 116.00

These Articles of Merger dated this 22nd day of October, 1981, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended are entered into by and between Community Detox, Inc. and Talent House, Inc., being Maryland non-stock corporations.

FIRST: The parties to these Articles of Merger are Community Detox, Inc., a Maryland non-stock corporation and Talent House, Inc., a Maryland non-stock corporation and the terms and conditions of said merger shall be as set forth in these Articles.

SECOND: Community Detox, Inc. shall be the successor corporation.

THIRD: The principal office of Community Detox, Inc. in the State of Maryland is 201 North Jonathan Street, Hagerstown, Maryland 21740. The principal office of Talent House, Inc. is 324 North Locust Street, Hagerstown, Maryland 21740.

FOURTH: Talent House, Inc. is the record owner of that parcel of improved real property acquired from Washington County Council on Alcoholism, Inc. by deed dated 14 October 1981 more particularly described as follows:

All that lot or parcel of land situate on the Northeastern corner formed by the intersection of John and Locust Streets in Hagerstown, Washington County, Maryland, and fronting on said Locust Street a distance of 34 feet, and extending back therefrom in an Easterly direction along said John Street, with uniform width, a distance of 112 feet, more or less, together with the improvements thereon, known and designated as Nos. 324 and 326 North Locust Street.

Community Detox, Inc. owns no real property.

FIFTH: The Board of Directors of Community Detox, Inc. on 22 October 1981 by unanimous informal action duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles was advised, authorized and approved and directed their submission to an informal meeting of members held on 22 October 1981. The Articles of Merger were duly submitted to and approved by unanimous informal action of the members as required by the laws of the State of Maryland.

SIXTH: The Board of Directors of Talent House, Inc. on October 1981 by unanimous informal action duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles was advised, authorized, and approved and directed their submission to an informal meeting of members held on 22 October 1981. The Articles of Merger were duly submitted to and approved by unanimous informal action of the members as required by the laws of the State of Maryland.

SEVENTH: The Articles of Incorporation of Community Detox, Inc., successor Corporation hereto, are hereby amended as set forth in Exhibit A hereto and as amended, all of the terms and provisions thereof are incorporated in these Articles and made a part hereof with the same force and effect as if herein set forth in full; and from and after the effective date of these Articles said Exhibit A separate and apart from these Articles may be separately certified as the Articles of Incorporation as

amended of the successor corporation.

EIGHTH: Community Detox, Inc. and Talent House, Inc. are non-stock corporations and their respective charters state that they have no authority to issue stock.

NINTH: Upon the effective date of these Articles:

a. The assets and liabilities of Talent House, Inc. shall be reflected upon the books of Community Detox, Inc., as successor corporation subject to adjustments if any as may be necessary to conform to the accepted accounting practices.

b. All the rights, privileges, immunities, powers, purposes, and franchises of Talent House, Inc. and all property real, personal or mixed and all debts due to Talent House, Inc. shall be vested in Community Detox, Inc. and all such property, rights, privileges, immunities, powers, purposes, and franchises, and all and every other interest shall be thereafter the property of Community Detox, Inc. and all debts, liabilities, obligations and duties of Talent House, Inc. shall thenceforth attach to Community Detox, Inc. and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by said Corporation.

TENTH: The directors of the successor corporation as of the effective date of these Articles who shall serve until the next annual meeting of the members shall be: R. Lee Downey, William P. Gillick, Daniel W. Moylan, Robert L. Brandt, Michael M. Sweeney, Sandra K. Smith, Paul D. Wiles, M. Kenneth Long, Jr., Richard Young, M.D. and Reverend Joe M. Fowlkes.

ELEVENTH: The merger provided for by these Articles of Merger shall become effective and the separate existence of Talent House, Inc., except insofar as continued by statute shall cease on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed, and verified by Talent House, Inc. and Community Detox, Inc. are filed for record with the State Department of Assessments and Taxation of Maryland as required by the laws of Maryland.

IN WITNESS WHEREOF, Talent House, Inc. and Community Detox, Inc., the Corporations party to this statutory, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by their respective Presidents and witnessed or attested by their respective secretaries as of the 22 day of October 1981.

ATTEST TO SIGNATURE AND CORPORATE SEAL:

Janet Bowen
Secretary

COMMUNITY DETOX, INC.

By William P. Hellick
President

ATTEST TO SIGNATURE AND CORPORATE SEAL:

Robert W. Riddle
Secretary

TALENT HOUSE, INC.

By W. Kenneth Boyd
President

The undersigned, President of Talent House, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, which this certificate is made a part, hereby

acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the Corporate act of said corporation and further certifies, that to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects under the penalties of perjury.



The undersigned, President of Community Detox, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, which this certificate is made a part, hereby acknowledges in the name and on behalf of said corporation the foregoing Articles of Merger to be the Corporate act of said corporation and further certifies, that to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects under the penalties of perjury.



EXHIBIT A

ARTICLES OF AMENDMENT

Community Detox, Inc., a Maryland corporation having its principal office at 210 North Jonathan Street, Hagerstown, Maryland 21740 hereby certifies to the State Department of Assessments and Taxation that:

FIRST: These Articles of Amendment are made in conjunction with Articles of Merger by and between Community Detox, Inc. and Talent House, Inc., both non-stock corporations of the State of Maryland and are incorporated in said Articles.

SECOND: The charter of the Corporation is hereby amended by deleting in their entirety Articles Second, Third, Fourth, Fifth and Sixth substituting in lieu thereof the following:

"SECOND: The name of the Corporation is Alcoholism Services, Inc.

"THIRD: The Corporation is organized and shall be operated exclusively as a non-profit charitable organization with the following purposes and powers:

(a) To provide a community based alternative to medical detoxification for alcoholics, problem drinkers, and drug users in the Washington County, Maryland regional area.

(b) To provide an intensive education, counseling and life adjustment program for alcoholics, problem drinkers, and drug users in the Washington County, Maryland regional area.

(c) To provide a residential half way house for recovering alcoholics and/or drug users and the support and guidance necessary for life adjustment and the productive return to the community of the alcoholic/drug user.

(d) To accept and receive from Federal, State, County, Municipal and/or other governmental sources grants of monies or other aid and assistance; and to receive from persons, firms or corporations property, real and personal, monies, securities and other items of value by gift, bequest or otherwise, for the purpose and for the furtherance of the programs for which the Corporation is organized.

(e) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purpose of the Corporation, any and all powers conferred upon corporations by the Laws of the State of Maryland.

"FOURTH: The post office address of the principal office of the Corporation in this state is 201 North Jonathan Street, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is John Reusing whose post office address is 1214 Oak Hill Avenue, Hagerstown, Maryland 21740. The resident agent is a citizen of the state of Maryland residing in said state.

"FIFTH: The Corporation shall not be authorized to issue capital stock. The qualifications for and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

"SIXTH" The member of Directors of the Corporation shall be ten (10) which number may be increased or decreased pursuant to the by-laws of the Corporation but shall never be less than three (3).

THIRD: The charter of the Corporation is hereby amended by deleting in its entirety Article Eighth.

ARTICLES OF MERGER

MERGING

TALENT HOUSE, INC. (MD. CORP.)

INTO

COMMUNITY DETOX, INC. (MD. CORP.) Survivor

Changing its name to:

ALCOHOLISM SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland October 26, 1981 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

[Signature]

Recorded in Liber 2523, folio 03300 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 24.00 Special Fee paid \$ _____
4.00 Cert to Washington Co. Land Office
\$ 28.00

6.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118468

8101601

APR 27 9 48 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

REALTY MORTGAGE INVESTMENT CORPORATION

THIS IS TO CERTIFY:

FIRST: That I, John H. Urner, the subscriber, as Incorporator, whose post office address is 100 West Washington Street, Hagerstown, Maryland, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgement and filing of these Articles.

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

REALTY MORTGAGE INVESTMENT CORPORATION

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

(a) To conduct a mortgage banking and mortgage brokerage business, to originate and service construction loans, to provide secondary mortgage market services, to form limited partnerships for the purchase/leaseback of builder model houses, to form joint ventures with builders for project development, to originate title, life and hazard insurance business, to provide property management, real estate sales and appraisal services, and to provide all lawful services in relation thereto.

(b) 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.

(c) To purchase or otherwise acquire, produce, hold, own, sell, lease or otherwise dispose of personal property, tangible

or intangible, including without limitation, goods, wares and merchandise of every description, and the securities and obligations of any issuer, whether or not incorporated, and to provide the services therefor required.

(d) To acquire, and to make payment therefor in cash or the stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so acquired, to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

(e) To underwrite, subscribe for, purchase, invest in, or re-invest, acquire, hold, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, stocks, bonds, debentures, mortgages and other evidences of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign, and evidences of any interest in respect of any such stocks, bonds and other evidences of indebtedness and obligations, to issue in exchange therefor its own stocks, bonds, or other obligations, and while the owner or holder of any such, to exercise all the rights, powers and privileges of ownership in respect thereof, and, to the extent now or hereafter permitted by law, to aid by loan, subsidy, guaranty or otherwise those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of any interest in respect thereof.

(f) To borrow or raise money for any of the purposes of the corporation, without limit as to amount, and in connection therewith to grant collateral or other security either alone or jointly with any other person, firm or corporation, and to make, execute, draw, accept, endorse, discount, pledge, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other evidences of indebtedness, negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holder of any of its obligations such powers, rights and privileges as from time to time may be deemed advisable by the Board of Directors; to lend and advance money, extend credit, take notes, open accounts and every kind and nature of evidence of indebtedness and collateral security in connection therewith.

(g) To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own capital stock to the extent permitted by law.

(h) To remunerate any person, corporation, partnership, limited partnership, or other association of any kind for any and all services rendered or to be rendered to it or any affiliated corporation, including but not limited to services in connection with the formation or promotion of the corporation or in the conduct of its business, or in the underwriting or placement of any of its stock or any warrants, bonds, debentures or other evidences of indebtedness, negotiable or non-negotiable, or other securities of the corporation without limitation.

(i) To participate with others in any corporation, partnership, limited partnership, joint venture, or other association of any kind, or in any transaction, undertaking, or arrangement which the corporation would have power to conduct by itself, whether or not such participation involves sharing or delegation

of control with or to others.

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.

FOURTH: The post office address of the principal office of the Corporation in this State is 100 West Washington Street, Hagerstown, Maryland. The resident agent of the Corporation is John H. Urner, whose address is Route 8, Box 37, Hagerstown, Maryland, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation shall have authority to issue is eight hundred (800) shares of capital stock of the par value of One Hundred Dollars (\$100.00) per share, all of one class, for an aggregate par value of Eight Hundred Thousand Dollars (\$800,000).

SIXTH: The Corporation shall have three (3) directors and David B. Roy, Thomas J. MacBride and Donald W. Crawford shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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

(a) The Board of Directors shall have power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any,

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

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

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 28th day of OCTOBER, 1981 .

WITNESS:

Sheraldine M. Lam John H. Urner (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 28th day of OCTOBER 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John H. Urner and acknowledged the foregoing Articles of Incorporation to be

his act.

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

Ronald M. Loom
Notary Public



Commission Expires
July 1, 1982

ARTICLES OF INCORPORATION
OF
REALTY MORTGAGE INVESTMENT CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 3, 1981 at 9:00 o'clock A M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2523, folio 02728, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 160.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

5.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Arlison



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118412

APR 27 9 48 AM '82

8101487

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

STEWART WAREHOUSING, INC.

ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Stewart Warehousing, Inc.

APR 27 32 A.M. 15232 *****5.07

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

(1) To engage in the business of maintaining a commercial warehousing operation; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §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 348 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George A. Stewart 348 West Franklin Street, Hagerstown, Maryland 21740. 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 (\$5,000.00) shares of common stock, without par value.

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

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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 his successor is duly chosen and qualified is:

George A. Stewart

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.

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 §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of October, 1981, and I acknowledge the same to be my voluntary act and deed.

Noni Soellenberger
Witness

Roger Schlossberg (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
STEWART WAREHOUSING, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 2, 1981 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2523, folio 01480, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the _____ Circuit Court of _____ Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Paul B. Robinson



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118272

8101415

APR 27 9 48 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

rb

APR 27 82 AM 15250 *****50

STATE OF MARYLAND

OFFICE OF STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

CERTIFICATE OF MERGER

To the Clerk of the Circuit Court for Washington County

Pursuant to Article 23, Section 66(g) (1) and (2) of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that an agreement of merger has been filed in its office by _____

Meyers & Young P A P O Box 1267 Hagerstown, Md. 21740

which said agreement of merger was duly approved by said Department on _____

October 26, 1981 at 8:30 AM

and in accordance with said Article and Section of the Code it is further certified:

(a) The names of the merging corporations are _____

Talent House, Inc. (Md. Corp.)

(b) The name of the new corporation is _____

Community Detox, Inc. (Md. Corp.) Survivor Changing its name to:
ALCOHOLISM SERVICES, INC.

(c) The location of the principal office of the new corporation is _____

(d) The Agreement of Merger is dated October 22, 1981

(e) The time of receipt for record of the agreement of merger in the office of the State Department of Assessments and Taxation was _____

October 26, 1981 at 8:30 AM

RECEIVED FOR RECORD

APR 27 9 49 AM '82

LIBER _____

LAND _____
VAUGHN _____ CLERK

ARTICLES OF MERGER

APR 27 22 AM 15248 5.00

BETWEEN

MARYLAND SUPREME CORPORATION

AND

SUPREME CONCRETE BLOCK, INC.

THIS IS TO CERTIFY THAT:

FIRST: Maryland Supreme Corporation and Supreme Concrete Block, Inc. agree to merge in the manner hereinafter set forth.

SECOND: Supreme Concrete Block, Inc. is the corporation to survive the merger.

THIRD: Both Supreme Concrete Block, Inc. (the "Surviving Corporation") and Maryland Supreme Corporation (the "Merging Corporation") are incorporated under the laws of the State of Maryland.

FOURTH: The principal office of the Surviving Corporation in the State of Maryland is located in Washington County and the principal office of the Merging Corporation in the State of Maryland is located in Washington County.

FIFTH: The Merging Corporation, Maryland Supreme Corporation, owns interests in land located in the following counties of the State of Maryland: Washington.

SIXTH: The charter of the Surviving Corporation will not be amended as a result of the merger.

SEVENTH: The total number of shares of all classes of stock which each corporation party to these Articles has the authority to issue and the number of shares of each class are as follows:

a) Surviving Corporation

The total number of shares of all classes of stock which the Surviving Corporation has authority to issue is 5,000 shares of Common Stock all of one class, having a par value of \$10.00 each. The aggregate par value of all shares of all classes having a par value is \$50,000.00.

b) Merging Corporation

The total number of shares of all classes of stock which the Merging Corporation has authority to issue is 30,000 shares of Common Stock all of one class, having a par value of \$10.00 per share. The aggregate par value of all shares of stock which the Merging Corporation has authority to issue is \$300,000.00.

EIGHTH: Upon the Effective Date, the Merging Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall possess any and all purposes and powers of the Merging Corporation, and all leases, licenses, property, rights, privileges, and powers of whatever nature and description of the Merging Corporation, and such shall be transferred to, vested in and devolved upon the Surviving Corporation, without further act or deed, subject to all of the debts and obligations of the Merging Corporation. Each share of Common Stock, \$10.00 par value, of the Merging Corporation shall be converted into one-tenth (0.10) of a share of Common Stock, \$10.00 par value per share, of the Surviving Corporation on the Effective Date of the merger, without any action on the part of the holder thereof.

From and after the Effective Date each holder of an outstanding certificate or certificates which prior thereto represented shares of Common Stock, \$10.00 par value, of the Merging Corporation shall, upon surrender of the same, be entitled to receive in exchange therefor certificates representing the number of shares of Common Stock, \$10.00 par value, of the Surviving Corporation into which the shares theretofore represented by the certificate or certificates so surrendered shall have been converted as provided in the foregoing paragraph. Until so surrendered, each such outstanding certificate which prior to the Effective Date represented shares of Common Stock, \$10.00 par value, of the Merging Corporation, shall be deemed for all corporate purposes, to evidence the ownership of the number of shares of Common Stock, \$10.00 par value, of the Surviving Corporation into which such shares of Common Stock, \$10.00 par value, of the Merging Corporation shall have been so converted. However, until the certificates which prior to the Effective Date represented shares of Common Stock, \$10.00 par value, of the Merging Corporation have been surrendered, the holder thereof shall not be entitled to receive any dividend or other distribution, if any, payable to the Surviving Corporation's shareholders. All such dividends or other distribution, if any, will be accrued and paid, without

interest, to such shareholder upon surrender of his certificate or certificates which represented shares of Common Stock, \$10.00 par value, of the Merging Corporation.

NINTH: Upon the Effective Date, the shares of Common Stock of the Surviving Corporation which, prior to the Effective Date, were owned by the Merging Corporation will be cancelled by the Secretary of the Surviving Corporation.

TENTH: The terms and conditions of the transaction described in these Articles were duly advised, authorized and approved by the Merging Corporation in the manner and by the vote required by the laws of the State of Maryland and the Charter of the Merging Corporation, as follows:

a) The Board of Directors of the Merging Corporation, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the Board, adopted a resolution declaring that the terms and conditions of the transaction described herein were advisable and directing that the proposed transaction be submitted for consideration by the Stockholders of the Merging Corporation.

b) A consent in writing, setting forth approval of the terms and conditions of the transaction described herein as so proposed was signed by all Stockholders of the Merging Corporation entitled to vote thereon, and such consent is filed with the records of Stockholder meetings of the Merging Corporation.

ELEVENTH: The terms and conditions of the transaction described in these Articles were duly advised, authorized and approved by the Surviving Corporation, in the manner and by the vote required by the laws of the State of Maryland and the Charter of the Surviving Corporation, as follows:

a) The Board of Directors of the Surviving Corporation, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the Board, adopted a resolution declaring that the terms and conditions of the transaction described herein were advisable and directing that the proposed transaction be submitted for consideration by the Stockholders of the Surviving Corporation.

b) A consent in writing, setting forth approval of the terms and conditions of the transaction described herein as so proposed was signed by all Stockholders of the Surviving Corporation entitled to vote thereon, and

such consent is filed with the records of Stockholder meetings of the Surviving Corporation.

TWELFTH: These Articles of Merger shall become effective when filed with the State Department of Assessments and Taxation (the "Effective Date").

THIRTEENTH: Each officer signing these Articles of Merger acknowledges them to be the corporate act of the respective corporate party on whose behalf he has signed, and further, with respect to all matters and facts otherwise required to be verified under oath, each such officer acknowledges that to the best of his knowledge, information and belief, such matters and facts relating to the corporation on whose behalf he has signed are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 2nd day of November, 1976.

ATTEST:

MARYLAND SUPREME, INC.

Louis A. Tiches
Louis A. Tiches, Secretary

By: Russell R. Reid, Jr.
Russell R. Reid, Jr., President

SUPREME CONCRETE BLOCK, INC.

Louis A. Tiches
Louis A. Tiches, Secretary

By: Russell R. Reid, Jr.
Russell R. Reid, Jr., President



ARTICLES OF MERGER

MERGING

MARYLAND SUPREME CORPORATION (MD. CORP.)

INTO

SUPREME CONCRETE BLOCK, INC. (MD. CORP.) SURVIVOR

approved and received for record by the State Department of Assessments and Taxation of Maryland November 24, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2525, folio 2670 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Robinson



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 119181

APR 27 9 49 AM '82

LIBER _____ FOLIO _____

8102339

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

TYMO CORPORATION

THIS IS TO CERTIFY:

FIRST: The undersigned, Jesse M. Tyson, whose post office address is 801 Oak Hill Avenue, Hagerstown, Washington County, Maryland 21740 and Richard P. Mohr, whose post office address is 963 Noland Drive, Hagerstown, Washington County, Maryland 21740, each being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation, (hereinafter called the Corporation) is TYMO CORPORATION.

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

(a) To engage in the operation of one or more restaurants, catering services, food services and the like.

(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 or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations,

to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(d) 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 purpose.

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

(f) 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.

(g) 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 or districts of the United States of America.

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 to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 801 Oak Hill Avenue, Hagerstown, Washington County, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are: Jesse M. Tyson, 801 Oak Hill Avenue, Hagerstown, Washington County, Maryland 21740. 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 1,000 shares of the par value of \$100.00 a share, all of one class, and having an aggregate par value of \$100,000.00.

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). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Richard P. Mohr, Jesse M. Tyson and William C. Wantz.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, 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 considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation, any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction. Except as provided in Section 419 of the Corporations Article of the Annotated Code of Maryland, an interested director or officer may not vote to authorize any such contract or transaction.

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

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

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

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 9TH day of November, 1981.

WITNESS:

Beth Ann Stouffer Jesse M. Tyson Jr. (SEAL)
Jesse M. Tyson
Beth Ann Stouffer Richard P. Mohr (SEAL)
Richard P. Mohr

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 9 day of November, 1981, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Jesse M. Tyson and Richard P. Mohr, and severally acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:

July 1, 1982

Beth Ann Stouffer
Notary Public

ARTICLES OF INCORPORATION
OF
TYMO CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 20, 1981 at 2:30 o'clock P M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2525, folio 62021 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

6.50

To the clerk of the _____ Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gal B. Robinson



OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 119103

8102212

APR 27 9 49 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF AMENDMENT

POTOMAC PLAYMAKERS, INC.

APR 27 1982 AM 15246 *****5.00

Potomac Playmakers, a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out:

ARTICLE THIRD: Section (h)(4) in its entirety and inserting in lieu thereof the following:

ARTICLE THIRD: Section (h)(4):

Upon the dissolution of the corporation, the Board of Directors shall after paying or making provision of the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

SECOND: The Charter of the Corporation is hereby amended by striking out:

ARTICLE THIRD: Section (h)(5) in its entirety and inserting in lieu thereof the following:

ARTICLE THIRD: Section (h)(5):

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

THIRD: The Board of Directors of the Corporation at a meeting duly convened and held November 7, 1981 adopted a resolution in which was set forth the foregoing amendments to the Charter, declaring that the said Amendments of the Charter was advisable and directing that they be submitted to the State Department of Assessments and Taxation for approval. The Board of Directors constitute the entire membership.

THE UNDERSIGNED, President of Potomac Playmakers, Inc., who executed on behalf of said Corporation the foregoing Articles of Amendemnt, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information an belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature
and Corporate Seal:

POTOMAC PLAYMAKERS, INC.

Jenna Hajek
Secretary
11/13/81

By

[Handwritten Signature]

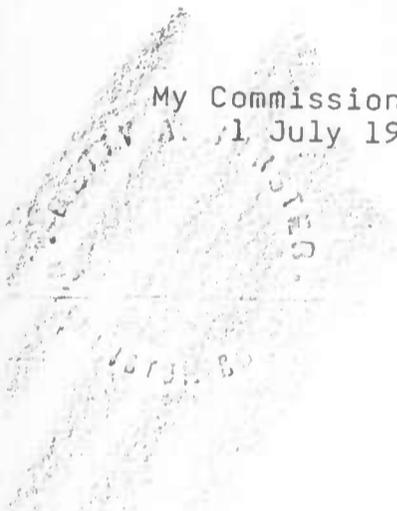
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY that on this 13th day of November, A.D., 1981, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Glenna Hajek, President of Potomac Playmakers, Inc., and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Better A. Hurster
Notary Public

My Commission Expires:
1 July 1982



ARTICLES OF AMENDMENT
OF
POTOMAC PLAYMAKERS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 19, 1981 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2525, folio 00496, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Auburn



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118943

APR 27 9 49 AM '82

LIBER _____ FOLIO _____ 8102157

LAND _____
VAUGHN J. BAKER, CLERK

BAER FOODS, INC.

APR 27 82 AM 15245 *** **5.00

ARTICLES OF AMENDMENT

Baer Foods, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out and inserting in lieu thereof the following:

(The total number of shares of all classes of stock of the corporation and the number and par value of each class is as follows: common stock, 15,400 shares authorized, \$10.00 par value.)

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.

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 are as follows:

(Common Stock, 20,000 Shares Authorized, \$10 Par Value)

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

(Common Stock, 15,400 Shares Authorized, \$10 Par Value)

IN WITNESS WHEREOF: (Baer Foods, Inc.), has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and attested by its Secretary or one of its Assistant Secretaries on (October 30, 1981).

ATTEST:

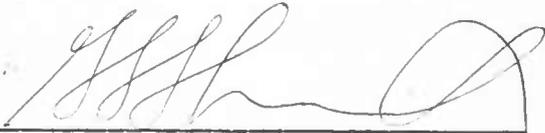
BAER FOODS, INC.

Barbara R. Stewart
Barbara R. Stewart, Secretary

BY:

George A. Stewart
George A. Stewart, President

THE UNDERSIGNED, President of Baer Foods, Inc. who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.



George A. Stewart

ARTICLES OF AMENDMENT
OF
BAER FOODS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 17, 1981 at 3:30 o'clock P. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2524, folio 63326 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Ashman



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118837

APR 27 9 49 AM '82

8102028

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

APR 27 1982 AM 9:49 *****5.0

T & M EQUIPMENT, INC.

FIRST: I, Timothy Tarr Hafer, whose post office address is 102 Meadowbrook Circle, Martinsburg, West Virginia, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is: T & M EQUIPMENT, INC.

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

(1) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and construction equipment and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles and light and heavy construction equipment.

(2) To engage in the purchasing, selling, distributing, or leasing, as principal or agent, of all kinds of heavy equipment, equipment, and other mechanical equipment and devices, as well as accessories and attachments therefor; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is T & M Equipment, Inc., 301 South Cleveland Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ralph H. France, II,

81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000 shares of common stock with no 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 be less than three but not less than one; and

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

The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:
Timothy Tarr Hafer, 102 Meadowbrook Circle, Martinsburg, West Virginia.

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

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences,

rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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 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 12th day of November, 1981, and I acknowledge the same to be my act.

Witness:

Carol M. Beck

Timothy Tarr Hafer (SEAL)
Timothy Tarr Hafer

ARTICLES OF INCORPORATION
OF
T & M EQUIPMENT, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 17, 1981 at 4:00 o'clock P M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2525, folio 60042, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of _____
Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Gal B. Orlson



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118893

APR 27 9 49 AM '82

LIBER _____ FOLIO _____

8102018

LAND _____
VAUGHN J. BAKER, CLERK

498

ARTICLES OF INCORPORATION

APR 27 82 AM 15243 *****5.0

OF

WGD, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is WGD, INC.

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

To hold, own, lease, manage, operate, handle, supervise or deal in health spas and all incidentals connected therewith or in anywise related thereto; to hold, own or operate under such municipal, state or governmental licenses as may be necessary for the proper conduct of any of the businesses in which the Corporation may engage; to hold, own or lease such real estate or buildings as may be necessary for the proper conduct of the business of the Corporation.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 2403 Longridge Drive, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are William G. Diffenderfer, II, 2403 Longridge Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000)

shares of the par value of One Hundred Dollars (\$100.00) a share, all of one class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than two (2); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are William G. Diffenderfer, II, and Maria E. Diffenderfer.

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

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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on November 11, 1981.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11th day of November, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public



My Commission Expires:
PUBLIC July 1, 1982

ARTICLES OF INCORPORATION
OF
WGD, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 13, 1981 at 3:00 o'clock P M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2524, folio 02575 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

G. B. Robinson



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118792
8101909

APR 27 9 49 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

PR 27-22 A# 15242 *****5.00

DOBERMANN ENTERPRISES, LTD.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Thomas S. Michael, III, whose post office address is 1106 Hamilton Blvd., Hagerstown, Maryland 21740, being an adult, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, seek to form a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is DOBERMANN ENTERPRISES, LTD.

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

- (a) To engage in all forms of intrastate and interstate moving, transporting and storing of household and office furnishings, and any other personalty.
- (b) To engage in any other lawful purpose and/or business and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 1106 Hamilton Blvd., Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Thomas S. Michael, III, 1106 Hamilton Blvd., Hagerstown, Maryland 21740. 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.

All of the issued stock of the Corporation shall be subject to the following restriction on transfer.

Each stockholder shall offer to the Corporation or to the other stockholders, if any of the Corporation a thirty (30) day "first refusal" option to purchase his stock should he elect to sell his stock at book value at the end of the nearest tax year.

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

- (a) If there is no stock outstanding, the number of directors may be less than three (3) but not less than one; and
- (b) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Thomas S. Michael, III, 1106 Hamilton Blvd., Hagerstown, Maryland 21740

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

- (a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.
- (b) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

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: (a) 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.

- (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 (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 _____ day of _____, 1981, and I acknowledge the same to be my act.

WITNESS:

Joseph Chuklaq

Thomas S. Michael, III

Thomas S. Michael, III

ARTICLES OF INCORPORATION
OF
DOBERMANN ENTERPRISES, LTD.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 12, 1981 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2524, folio 01984 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118714

APR 27 9 49 AM '82

8101855

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

APR 27 1982 AM 152:1 *****5

OF

HARRELL & RANDALL, C.P.A., P.A.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby declare myself as incorporator with the intention of forming a close 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 Harrell & Randall, C.P.A., P.A., a close corporation under Title 4, and a professional corporation under Title 5, both of the Corporations and Associations Article of the Maryland Code.

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

Primarily to engage in the specific business of the practice of public accountancy as a professional service corporation.

To purchase and convey all forms of property, both real and personal, and to encumber and deal in the same.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

Generally to carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business as may now or hereafter be permitted by Title 5 of the Corporations and Associations Article of the Maryland Code which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made 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, except as they may be limited or restricted by law.

FOURTH: The post office address of the principal office in this State is 1060 Crestwood Drive, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Robert Harrell, 1746 Woodburn Drive, Hagerstown, Maryland 21740, said resident agent being a citizen actually residing in the State.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is One Hundred Thousand (100,000) shares, all of the same class of common stock, each share having a par value of One Dollar (\$1.00).

SIXTH: The Corporation shall have two (2) directors, it being anticipated that the Corporation will elect to have no Board of Directors. The names of the Directors who shall act until the first meeting or until their successors are chosen and qualified are Robert Harrell, 1746 Woodburn Drive, Hagerstown, Maryland 21740, and Terry L. Randall, 108 Archer Lane, Williamsport, Maryland 21795.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: This Corporation shall be a close corporation organized pursuant to the provisions of Title 4 of the Corporation and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on November ~~11~~ ¹⁶, 1981.

WITNESS:

Dawn A. Heagy

Russell R. Marks
Russell R. Marks

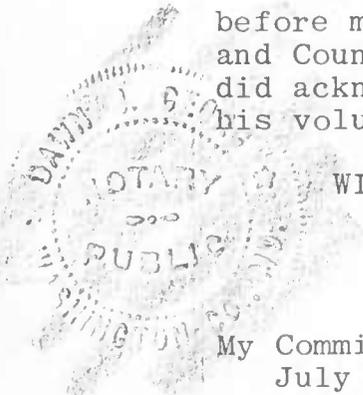
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11th day of November, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks who did acknowledge the foregoing Articles of Incorporation to be his voluntary act.

WITNESS my hand and official Notarial Seal.

Dawn A. Heagy
Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF INCORPORATION
OF
HARRELL & RANDALL, C.P.A., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 12, 1981 at 1:40 o'clock P. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2524, folio 01950, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Paul B. Anderson



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
A 118708

APR 27 9 49 AM '82 8101834

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

KEL-LYN CONTRACTORS, INC.
ARTICLES OF INCORPORATION

RECEIVED APR 27 1982 5.00

FIRST: I, Ralph H. France, II, whose post office address is 81 W. Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a coporation under and by viture of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is KEL-LYN CONTRACTORS, INC.

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

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

(2) To engage in the general speculative home building business, including the errection of homes, flats, and apartments; to operate a contracting business; to purchase, own, hold, and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real estate and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, and chattel mortgages; to enter into leases as landlord or tenant; to perform or do anything customarily performed or done by a contractor and builder, speculative builder, subdivider, or real property developer; to invest in and hold for investment any real property, shares of stock, bonds, government, private, or corporate; and to engage and enter into agreements of exchange of one parcel of real property for another parcel of real property; and to engage into any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Kel-Lyn Contractors, Inc., Rt. 5, Box 268, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ralph H. France, II, Esquire, France and Metzner, P.A., 81 W. Washington St. Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

The name of the director and sole stockholder of the Corporation who shall act as the director of the Corporation until the first annual meeting or until his successor is duly chosen and qualified is: Edward Adam Leonarczyk, 123 North Potomac Street, Waynesboro, Pennsylvania 17268.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, 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.

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

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by

i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceedings; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9 day of November, 1981, and I acknowledge the same to be my act.

Ralph H. France, II
Ralph H. France, II

ARTICLES OF INCORPORATION
OF
KEL-LYN CONTRACTORS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland November 10, 1981 at 8:30 o'clock ^A M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2524, folio 01764, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Paul B. Robinson



A 118678

8101808

ARTICLES OF INCORPORATION

OF

VICKI'S CAKE DECORATING CLASSES AND SUPPLIES, INC.

PR 27-82 A# 15239 *****45.00

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Vicki L. Detrow, whose post office address is Box 67-A, Mt. Aetna Road, Hagerstown, Maryland, 21740, being an adult, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, seek to form a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is VICKI'S CAKE DECORATING CLASSES AND SUPPLIES, INC.

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

(a) To engage in all forms of cake decorating, preparation of candy, the sale of any and all cake and candy supplies and materials, and the instruction of cake decorating and the making of candy.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Box 67-A, Mt. Aetna Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Vicki L. Detrow, Box 67-A, Mt. Aetna Road, Hagerstown, Maryland 21740. 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.

All of the issued stock of the Corporation shall be subject to the following restriction on transfer.

Each stockholder shall offer to the Corporation or to the other stockholders, if any of the Corporation a thirty (30) day "first refusal" option to purchase her stock should she elect to sell her stock at book value at the end of the nearest tax year.

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

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

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

The name of the director who shall act until the first annual meeting or until her successor is duly chosen and qualified is:

Vicki L. Detrow, Box 67-A, Mt. Aetna Road, Hagerstown, Maryland 21740.

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

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

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

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: (a) 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.

(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 (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 26th day of October, 1981, and I acknowledge the same to be my act.

WITNESS:

Joseph Chukla, Jr. Vicki L. Detrow
Vicki L. Detrow

ARTICLES OF INCORPORATION

OF

VICKI'S CAKE DECORATING CLASSES AND SUPPLIES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland November 10, 1981 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2524, folio 01759 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 118677

APR 27 9 49 AM '82

LIBER 2524 FOLIO 01759 8101783

LAND VAUGHN J. PARKER, CLERK

Received For Record May 28, 1982 at 9:47 o'clock am liber 31

WPA# 19125 ***15.00

ELDRIDGE SERVICENTER, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, William P. Nairn, whose post office address is 100 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is: ELDRIDGE SERVICENTER, INC.

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

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

(1) To operate a business for the purpose of maintenance and repair of motor vehicles.

(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 P. O. Box 1494, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is H. David House, Jr., 420 Spring Creek Road, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of common stock which the Corporation is authorized to issue is one thousand (1,000)

Shares having a par value of One Hundred Dollars (\$100.00) per share for an aggregate par value of One Hundred Thousand Dollars (\$100,000).

The Corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than twenty-five (25) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

SEVENTH: The number of directors shall be two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: H. David House, Jr. and Charlotte L. House.

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 sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6 day of *January*, 1987, and I acknowledge the same to be my act.

William P. Nairn

William P. Nairn

ARTICLES OF INCORPORATION
OF
ELDRIDGE SERVICENTER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 11, 1982 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 1530, folio 02320 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



MARYLAND
ON COUNTY
FOR RECORD

9 47 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 120343

8104283

ARTICLES OF AMENDMENT

Received For Record May 28, 1982 at 9:46 o'clock am, Liber 31
ANTIETAM MEDICAL ASSOCIATES, DRS. SPENCER AND BRULL, P.A., 318 5.00

a Maryland Professional Service Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article 2 and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:
ANTIETAM MEDICAL ASSOCIATES,
CHARLES C. SPENCER, M.D., P.A.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held October 30, 1981 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said Amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held October 30, 1981.

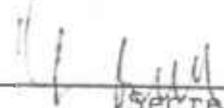
THIRD: Notice setting forth the said amendment of Charter and stating that a purpose of the meeting of the Stockholders would be to take action thereon, was given as required by law, to all Stockholders of the Corporation entitled to vote thereon. The amendment of the Charter of the Corporation as hereinabove set forth was approved by the Stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of Antietam Medical Associates,

Drs. Spencer and Brull, P.A., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature
and Corporate Seal:

ANTIETAM MEDICAL ASSOCIATES,
DRS. SPENCER AND BRULL, P.A.


Secretary

By 
Charles C. Spencer
President

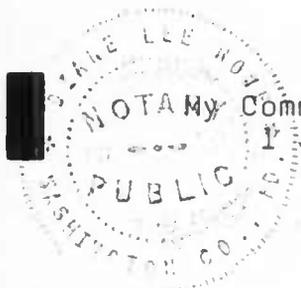
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-wit:

I HEREBY CERTIFY that on this 31st day of December, A.D., 1981, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles C. Spencer, M.D., President of Antietam Medical Associates, Drs. Spencer and Brull, P.A., and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Diane Lee Rowe

Notary Public



My Commission Expires:
July 1982

ARTICLES OF AMENDMENT

OF

ANTIETAM MEDICAL ASSOCIATES, DRs. SPENCER AND BRULL, P. A.

Changing its name to:

ANTIETAM MEDICAL ASSOCIATES, CHARLES C. SPENCER, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 7, 1982 at 4:30 o'clock P M. as in conformity with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2529, folio 03622 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 121984

MAY 28 9 46 AM '82

LIBER _____ FOLIO _____

8104130

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record May 28, 1982 at 9:46 o'clock am liber 38

28-82 A# 19124 *****5.00

SIE, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, William P. Nairn, whose post office address is 100 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

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

(1) To design and modify computer software.

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

FIFTH: The post office address of the principal office of the Corporation in this State is 100 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is William P. Nairn, 100 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of common stock which the Corporation is authorized to issue is one hundred thousand

(100,000) shares having a par value of One Dollar (\$1.00) per share for an aggregate par value of One Hundred Thousand Dollars (\$100,000).

SEVENTH: The number of directors shall be one which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are: William P. Nairn.

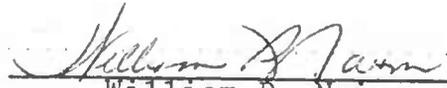
EIGHTH: (1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification 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 sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of

a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5 day of January, 1982, and I acknowledge the same to be my act.



William P. Nairn

ARTICLES OF INCORPORATION
OF
SIE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 7, 1982 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2529, folio 3417, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 28 9 46 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 121950
8104116

Received For Record May 28, 1982 at 9⁴⁶ o'clock am liber ~~31~~ 31

CATOCTIN ELECTRICAL CONTRACTORS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

The undersigned, all being at least eighteen (18) years of age and a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporation Law of Maryland do hereby certify:

FIRST: The name of the corporation (which is hereafter referred to as the "Corporation") is Catoctin Electrical Contractors Association, Inc.

SECOND: The post office address of the principal office of the Corporation in Maryland is Post Office Box 186, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Frederick Stumpf, 1719 Carriage Drive, Frederick, Maryland 21701. Said Resident Agent is an individual actually residing in Maryland.

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

- A. To promote the interests of its contractor members;
- B. To promote efficiency in the conduct of their businesses;
- C. To eliminate unwise and unfair business practices;
- D. To protect them against unfair or unjust taxes and legislative enactments;
- E. To advise and assist them in the conduct of their own businesses;
- F. To advance their interest in all areas of the Electrical Industry;
- G. To live up to its Code of Ethics;
- H. To make membership in the Corporation an assurance of adherence to the Code of Ethics;
- I. To promote more cordial and cooperative relations among corporate members, between Electrical Contractors in general, and the entire Construction Industry;
- J. To carry on and engage in activities for the betterment and long-term welfare of its members and the Construction Industry;

- K. To hold educational meetings, seminars, trade shows in order to stimulate interest or educate its members and the general public. Such activities must qualify under IRC 513 (d) of the Internal Revenue Code of 1976 or corresponding provisions of any successor U.S. Internal Revenue Law.

to the end that the public interest may be better served and that the Corporation's principals and goals may be permanently established on a sound and economic basis (within the meaning of Code Section 501 (c)(6) of the Internal Revenue Code of 1954 or corresponding provisions of any successor U.S. Internal Revenue Law).

FOURTH: The Corporation is not organized for profit. It is organized on a non-stock basis and shall not be authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be as set forth in the By-Laws of the Corporation. The number of Directors of the Corporation shall be seven (7), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the current Directors who shall act until their successors are duly chosen and qualified are: Raymond E. Rickett, Jack Barr, Frederick Stumpf, and William Stouffer.

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

SIXTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

217

531

IN WITNESS WHEREOF, we have hereunto subscribed our names this 21st day of December, 1981.

WITNESS:

Beverly S. Scott

Raymond E. Rickett
Raymond E. Rickett
17 Roessner Avenue
Hagerstown, Maryland 21740

WITNESS:

Whice M. Thomas

Jack Barr
Jack Barr
88 West Lee Street
Hagerstown, Maryland 21740

WITNESS:

Frederick Stumpf

Frederick Stumpf
Frederick Stumpf
1719 Carriage Drive
Frederick, Maryland 21701

WITNESS:

Beverly S. Scott

William Stouffer
William Stouffer
Route 8, Box 43
Hagerstown, Maryland 21740

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 21st day of December, A.D., 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Raymond E. Rickett, Jack Barr, Frederick Stumpf, and William Stouffer, personally known to me to be the persons whose names are subscribed to the foregoing instrument and who did acknowledge the foregoing Articles of Incorporation to be their act.

Witness my hand and official Notarial Seal.

NOTARY PUBLIC
M. ELEANOR LITTLE
374



My Commission Expires:

July 1, 1982

ARTICLES OF INCORPORATION
OF
CATOCTIN ELECTRICAL CONTRACTORS ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 5, 1982 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2529, folio 02394 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



lmj

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 121840

MAY 28 9 46 AM '82

8103993

LIBER _____ FOLIO _____

LAND _____
VAUGHN I. PAYER, CLERK

Received For Record May 28, 1982 at 9:46 o'clock am liber ~~72~~³¹
ARTICLES OF AMENDMENT

MAY 28 1982 19122 45.00

SUBURBAN BANK, a Maryland trust company, having its principal office in Washington County, Maryland (which is hereinafter called the "Trust Company"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Trust Company is hereby amended as follows:

Article FIRST of the charter is amended in its entirety to read as follows:

"FIRST: The name by which the trust company (which is hereinafter called the "Trust Company") shall be known is:

SUBURBAN BANK/WESTERN"

SECOND: The amendment does not increase the authorized stock of the Trust Company.

THIRD: The foregoing amendment to the charter of the Trust Company has been advised by the Board of Directors and approved by the stockholders of the Trust Company.

FOURTH: The effective date of these Articles of Amendment is December 31, 1981.

IN WITNESS WHEREOF, Suburban Bank has caused these presents to be signed in its name and on its behalf by its President and Treasurer and witnessed by its Assistant Treasurer on October 15, 1981.

WITNESS:

SUBURBAN BANK

Sharon L. Davis
Sharon L. Davis
Assistant Treasurer

By Glenn E. Miller
Glenn E. Miller
President

By Connie D. Winebrenner
Connie D. Winebrenner
Treasurer

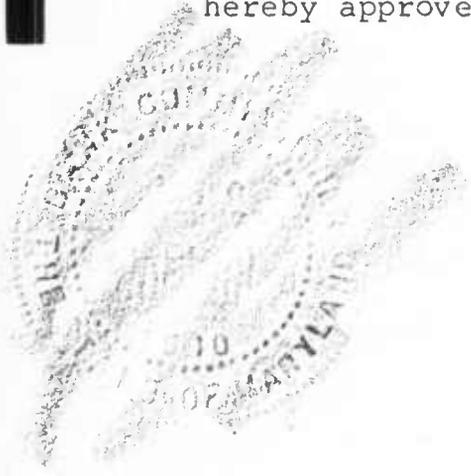
THE UNDERSIGNED, President and Treasurer of Suburban Bank, who executed on behalf of the Trust Company the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledge in the name and on behalf of said Trust Company the foregoing Articles of Amendment to be the corporate act of said Trust Company and hereby certify that to the best of their knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

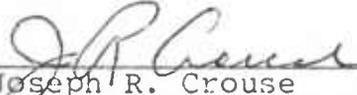
Glenn E. Miller
Glenn E. Miller
President

Connie D. Winebrenner
Connie D. Winebrenner
Treasurer

CERTIFICATE OF APPROVAL

The foregoing Articles of Amendment of Suburban Bank, changing its name to "Suburban Bank/Western", are hereby approved this 23rd day of November, 1981.





Joseph R. Crouse
Bank Commissioner of the
State of Maryland

ARTICLES OF AMENDMENT

OF

SUBURBAN BANK

Changing its name to:

SUBURBAN BANK/WESTERN

approved and received for record by the State Department of Assessments and Taxation of Maryland December 31, 1981 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2527, folio 3844 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 121195

MAY 28 9 46 AM '82

LIBER _____ FOLIO _____

8103903

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record May 28m 1982 at 9:46 o'clock pm liber ~~720~~³¹

BLESSING REMSBURG CORPORATION

ARTICLES OF AMENDMENT

MAY 28 1982 19121 *****5.00

BLESSING REMSBURG CORPORATION, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Articles 6 and 7 and inserting in lieu thereof the following:

ARTICLE SIX. Authorized Shares of Stock. The total number of shares of stock which the corporation has authority to issue is one thousand (1,000), each of which shall be without par value.

ARTICLE SEVEN. One Class of Stock. The capital stock of the Corporation is not divided into classes.

SECOND: The board of directors of the Corporation, at a meeting duly convened and held on Oct. 21, 1981, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at a special meeting of the stockholders or the Corporation to be held on Nov. 21, 1981.

THIRD: Notice setting forth the said amendment of charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all sotckholders of the Corporation. The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of all the votes entitled to be cast thereon.

FOURTH: 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 WITNESS WHEREOF, BLESSING REMSBURG CORPORATION has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and its corporate seal to be hereunto affixed and attested by its Secretary or one of its Assistant Secretaries, on this 21 day of Nov., 1981.

Attest:

Alicia A. Reitz
Secretary

BLESSING REMSBURG CORPORATION

By: Barbara R. Shellenberger
President

THE UNDERSIGNED, President of Blessing Remsburg Corporation, who executed on behalf of said corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects. under the penalties of perjury.

Barbara R. Shellenberger

ARTICLES OF AMENDMENT
OF
BLESSING REMSBURG CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland December 31, 1981 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2529, folio 1644 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 28 9 46 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 121735

8103868

Received For Record May 28, 1982 at 9:46 o'clock am liber 31
ARTICLES OF MERGER

MERGING

THE MARYLAND RIBBON COMPANY

(a corporation of the State of Maryland)

INTO

C.M. OFFRAY & SON, INC.

(a corporation of the State of New York)

FIRST: C.M. OFFRAY & SON, INC., a corporation organized and existing under the laws of the State of New York (hereinafter referred to as the parent corporation), and THE MARYLAND RIBBON COMPANY, a corporation organized and existing under the laws of the State of Maryland (hereinafter referred to as the subsidiary corporation), agree that THE MARYLAND RIBBON COMPANY shall be merged into said C.M. OFFRAY & SON, INC. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these articles of merger.

SECOND: C.M. OFRAY & SON, INC., a corporation organized and existing under the laws of the State of New York, shall survive the merger and shall continue under the name C.M. OFFRAY & SON, INC.

THIRD: The parties to the articles of merger are C.M. OFFRAY & SON, INC., a corporation organized on the 31st day of December, 1921 under the Business Corporation Law of the State of New York and THE MARYLAND RIBBON COMPANY, a corporation organized and existing under the laws of the State of Maryland.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger.

FIFTH: The total number of shares of stock of all classes which THE MARYLAND RIBBON COMPANY has authority to issue is three hundred (300) shares, divided into three hundred (300) shares of capital stock of the par value of Fifty (\$50.00) Dollars each, of the aggregate par value of Fifteen Thousand (\$15,000.00) Dollars.

SIXTH: The number of outstanding shares of each class of THE MARYLAND RIBBON COMPANY, the subsidiary corporation and the number of shares of each class owned by C.M. OFFRAY & SON, INC., the parent corporation is as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares Owned by Parent Corporation</u>
Common	182	182

SEVENTH: All of the issued and outstanding shares of THE MARYLAND RIBBON COMPANY, the subsidiary corporation, are owned by C.M. OFFRAY & SON, INC., the surviving corporation, and no shares of the surviving corporation are to be issued or any other consideration given for shares of the THE MARYLAND RIBBON COMPANY, the merged corporation, but upon the effective date of the articles of merger, the shares of stock of the merged corporation shall be surrendered for cancellation to C.M. OFFRAY & SON, INC., the parent corporation surviving the merger.

EIGHTH: The principal office of THE MARYLAND RIBBON COMPANY, organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland.

THE MARYLAND RIBBON COMPANY owns property in the County of Washington, State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

NINTH: The location of the principal office of the surviving corporation in the State of New York, the state of its incorporation, is 261 Madison Avenue, New York, New York, and the name and post office address of a resident agent of said surviving corporation in Maryland is Philip E. Portner, 857 Willow Circle, Hagerstown, Maryland 21740.

TENTH: The merger was duly approved by resolution adopted by a majority vote of the entire board of directors of THE MARYLAND RIBBON COMPANY on December 28, 1981.

ELEVENTH: The merger to be effected by these articles of merger was duly advised and authorized and approved by said C. M. OFFRAY & SON, INC. in the manner and by the vote required by the laws of the State of New York and by the charter of said corporation.

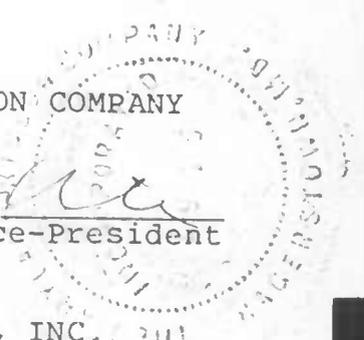
IN WITNESS WHEREOF, THE MARYLAND RIBBON COMPANY and C.M. OFFRAY & SON, INC., the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective vice-presidents and witnessed or attested by their respective assistant secretaries as of the 29th day of December, 1981.

Attest:

Martha Damiano
Martha Damiano, Assistant Secretary

THE MARYLAND RIBBON COMPANY

By Dov Sachter
Dov Sachter, Vice-President



Attest:

Martha Damiano
Martha Damiano, Assistant Secretary

C.M. OFFRAY & SON, INC.

By Dov Sachter
Dov Sachter, Vice-President



THE UNDERSIGNED, Vice-President of THE MARYLAND RIBBON COMPANY, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Dov Sachter

Dov Sachter

THE UNDERSIGNED, Vice-President of C.M. OFFRAY & SON, INC., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Dov Sachter

Dov Sachter

ARTICLES OF MERGER

MERGING

THE MARYLAND RIBBON COMPANY (MD. CORP.)

INTO

C.M. OFFRAY & SON, INC. (N Y CORP) Survivor

approved and received for record by the State Department of Assessments and Taxation of Maryland December 30, 1981 at 3:00 o'clock p M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2529, folio ~~0245~~ 1079 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
4.00 Certif to Washington County Land Office
\$ 24.00

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 121681

MAY 28 9 46 AM '82

8103770

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record ^{May 28, 1982 at 9:47 o'clock am} THE PSILLAS ORGANIZATION, INC. liber 31

CERTIFICATE OF SECRETARY

The undersigned, Secretary of THE PSILLAS ORGANIZATION, INC. does hereby certify that the following is a true and accurate copy of the Resolutions adopted by the Sole Director of said Corporation on *September 30*, 1981 pursuant to the applicable provisions of the Corporations and Associations Article of the Annotated Code of Maryland (1975 Edition, as amended), and the same is in full force and effect on the date hereof:

RESOLVED: That the address of the principal office of this Corporation be, and it hereby is changed as follows:

Old Address: 55 East Washington Street
Hagerstown, Maryland 21240

New Address: Post Office Box 527
100 West Washington Street
Hagerstown, Maryland 21740

IN WITNESS WHEREOF, I have hereunto affixed my hand as Secretary of the Psillas Organization, Inc., this *30th* day of *September*, 1981.

Elizabeth S. Moore
Secretary

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

THE PSILLAS ORGANIZATION, INC.

799

received for record January 25, 1982

, at 8:30 A.M.

and recorded on Film No. 1529

Frame No. 0622 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County

AA No 19936A

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

75
50

Mr. Clerk Mail to: Weinberg and Green
100 South Charles Street
Baltimore, Maryland 21201

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 28 9 47 AM '82

LIBER _____ FOLIO _____

WAUGHN J. BAKER, CLERK

01057
547

Received For Record May 28, 1982 at 9:47 o'clock am liber 31
LAW OFFICES

FRANCE AND METZNER, P.A.

HAGERSTOWN TRUST COMPANY BUILDING
81 WEST WASHINGTON STREET
HAGERSTOWN, MARYLAND 21740

RALPH H. FRANCE, II
LEWIS C. METZNER

TELEPHONE (301) 797-0100

January 5, 1982

NOV 20 1982 A 19135 *****

NOV 20 1982 A 19135 *****

Mr. Roger L. Georgion
Coastal Equipment Company
P.O. Box 1396
Hagerstown, Maryland 21740

Re: Resignation as Resident Agent of Coastal Equipment Co.

Dear Roger:

Please be advised that I am resigning as resident agent of Coastal Equipment Company effective January 2, 1982.

Very truly yours,



Ralph H. France, II

RHF:kas

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

COASTAL EQUIPMENT CO.

738 1

2

received for record January 12, 1982

, at 8:30 AM.

and recorded on Film No. 2528

Frame No. 01056 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA No 19895A

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

75
50

Mr. Clerk Mail to: France and Metzner
81 West Washington Street
Hagerstown, Maryland 21740

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 28 9 47 AM '82

LIBER _____ LIO _____

LAND _____
VAUGHN J. BAKER, CLERK

01047

549

Received For Record May 28, 1982 *Law Office* at 9:47 o'clock am liber 31

CREAGER & NEWHOUSE, P. A.

CREAGER BUILDING
1329 PENNSYLVANIA AVENUE
POST OFFICE BOX 1417

HAGERSTOWN, MARYLAND 21740

MAY 28 82 AM 19134 *****5

CHARLES E. CREAGER
DIXIE C. NEWHOUSE

TELEPHONE
AREA CODE 301
797-6060
MAY 28 82 AM 19134 *****7
IN REPLY REFER TO
FILE NO.:

January 11, 1982

Robert N. Toomey Trucking Co.
1516 South George Street
York, Pennsylvania 17403

Re: Resignation as Resident Agent

Gentlemen:

The firm of Creager & Button, P.A. is currently listed as resident agent for Robert N. Toomey Trucking Co. On February 2, 1979 the name of the firm was changed from Creager & Button, P.A. to Creager, Button & Day, P.A.; on October 2, 1979 the name of the firm was changed from Creager, Button & Day, P.A. to Creager and Day, P.A.; and finally, on January 18, 1980 the name of the firm was changed from Creager and Day, P.A. to Creager & Newhouse, P.A. Attached hereto is a copy of each of the above-referenced name changes, indicating that they were accepted by the State Department of Assessments and Taxation.

This letter is to notify you that this firm wishes to resign its position as resident agent effective immediately. Please take whatever action is necessary to replace this position.

A copy of this letter is being sent to the Maryland Department of Assessments and Taxation for their records.

Very truly yours,

CREAGER & NEWHOUSE, P.A.

Dixie C. Newhouse
Dixie C. Newhouse

DCN/ss
Enclosures
cc: Department of Assessments
and Taxation

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

ROBERT N. TOOMEY TRUCKING CO.

766

2

received for record January 12, 1982

, at 8:30 AM.

and recorded on Film No. ~~2528~~ ~~2529~~
2528

Frame No. 01046 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County

AA No 19891 A.

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

175
50

Mr. Clerk Mail to: Creager & Newhouse
1329 Pennsylvania Avenue, Box 1417
Hagerstown, Maryland 21740

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 28 9 47 AM '82

LIBER _____ P. 10 _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record May 28, 1982 at 9:47 o'clock am liber 31

ARTICLES OF INCORPORATION

MICHAEL FOUNDATION, INC.

WY 28 B2 A# 19131 *****5

FIRST: I, Lee U. Michael, whose post office address is 11 Ritchie Road, Williamsport, Maryland 21795 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Michael Foundation, Inc.

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

(1) To receive and administer funds for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

(2) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

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

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

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

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

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

(8) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(9) Pursuant to Section 5-202 of the Corporations and Associations Volume of the Annotated Code of Maryland the Corporation has no authority to issue capital stock.

(10) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended.

FOURTH: The post office address of the principal office of the Corporation in this State is 11 Ritchie Drive, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Lee U. Michael, 11 Ritchie Drive, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to 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 elected and qualify are: Lee U. Michael, Frances L. Michael and Jo Ann Converse.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of January, 1982, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Stotelmayer

Lee U. Michael
Lee U. Michael

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 15th day of January, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lee U. Michael and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Eunice C. Stotelmayer
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
MICHAEL FOUNDATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 19, 1982 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2530, folio 63346, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 120464

MAY 28 9 47 AM '82

LIBER _____ FOLIO _____

8104484

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record May 28, 1982 at 9:47 o'clock am liber 31
PAY LO OIL CO., INC.

ARTICLES OF INCORPORATION

FIRST: I, James G. Myers, whose post office address is 133 East Main Street, Hancock, Maryland 21750, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

PAY LO OIL CO., INC.

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

1. To own and carry on the business of service station business.
2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 133 East Main Street, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation is James G. Myers, whose post office address is 133 East Main Street, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

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

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

1. If there is no stock outstanding, the number of

Directors may be less than three (3) but not less than one (1); and

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

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

James G. Myers
133 East Main Street
Hancock, Maryland 21750

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.

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 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of Jan, 1952, and I acknowledge the same to be my act.

WITNESS:

Michael R. Ray

James G. Myers (SEAL)
James G. Myers

ARTICLES OF INCORPORATION
OF
PAY LO OIL CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 22, 1982 at 3:30 o'clock p M. as in conformity
with law and ordered recorded.

Recorded in Liber 2531, folio 1248 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

MAY 28 9 47 AM '82

A 120660

8104656

LIBER _____ FOLIO _____

LAND _____
VAUGHN I BAKER, CLERK

Received For Record May 28, 1982 at 9:47 o'clock am liber 31
HERITAGE ACADEMY, INC.

ARTICLES OF AMENDMENT

HERITAGE ACADEMY, INC., a non-stock, non-profit Charitable Corporation, organized and existing under and by virtue of the Laws of the State of Maryland, and having its principal office on Walnut Point Road, Route No. 2, Box 264, Hagerstown, Maryland 21740, hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: Heritage Academy, Inc. was chartered under the Laws of the State of Maryland, on or about March 19, 1969, as a non-stock, non-profit, charitable corporation.

SECOND: That the Board of Directors and members of the Corporation, as hereinafter certified, have deemed it advisable to amend the Articles of Incorporation in their entirety so as to clearly restate the objects and purposes of the Corporation, said Amended Articles of Incorporation to read as follows:

ARTICLE 1. The name of the Corporation is HERITAGE ACADEMY, INC..

ARTICLE 2. The post office address of the principal office of the Corporation is Walnut Point Road, Route No. 2, Box 264, Hagerstown, Maryland 21740.

ARTICLE 3. The name and post office address of the Resident Agent of the Corporation in this State is Roy A. Grove, Route 2, Box 94A, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE 4. (a) That the plan and purpose for which said Corporation is formed and the purposes and objects to be promoted and fostered by it are as follows:

(i) To provide for and conduct the interdenominational and inter-racial worship of and service to Almighty God while in an academic environment for children of pre-college age and/or achievement.

(ii) To instruct, educate and inculcate children of pre-college age and/or achievement on a daily basis in the tenets of the Holy Bible.

(iii) To educate children of pre-college age and/or achievement in subjects usually taught in public and private schools in accordance with the tenets of evangelical Christianity, to the end that students may grow, not only in the knowledge of such subjects, but also in grace, and in the knowledge of God through our Lord and Saviour, Jesus Christ; and

(iv) To do all things necessary and proper, under the direction of the Corporation's Board of Trustees, to develop the spiritual and religious life of said children in accordance with this statement of faith -

"We believe in the Trinity, Father, Son, and Holy Spirit, in the inspiration of the Scriptures, both Old and New Testaments, the creation of man by the direct act of God, the Incarnation and virgin birth of our Lord and Saviour, Jesus Christ, his vicarious atonement for the sins of mankind by the shedding of His blood on the Cross, the Resurrection of His body from the tomb, His Ascension into Heaven and return for the Saints, His power to save men from sin, the new birth through the regeneration of the Holy Spirit, and the gift of eternal life by the grace of God."

(b) To be a member of this Corporation, a person must be over twenty-one (21) years of age, believe and faithfully adhere to the purposes and beliefs set forth in this Charter, and be approved by the Board of Trustees.

(c) Each member of the Board of Trustees shall be a member of this Corporation and over twenty-five (25) years of age. Members of the Board of Trustees shall be elected at the annual meeting of the Corporation with each member of the Corporation entitled to cast one (1) vote for each nominee to the Board. Vacancies occurring on the Board of Trustees between annual meetings may be filled by said Board, by majority vote.

ARTICLE 5: The Corporation is authorized to receive and disburse gifts, contributions, bequests, devises, endowments, payments, fees and other funds; to lease, invest, purchase, and to sell any and all property, real and personal, to purchase or otherwise acquire, hold, own, use, manage, improve, maintain, develop, sell, transfer, exchange, mortgage, convey, or otherwise acquire, encumber and dispose of real and personal property in this State, or in any other State of the United States, which shall be necessary or desirable in connection with or in carrying on any of the purposes of said Corporation. No part of the Corporation's income or assets shall inure to the private benefit of any individual except in payment for authorized services in the administration and conduct of the affairs of the Corporation or in carrying out its religious, educational or charitable purposes.

ARTICLE 6: The management of the Corporation's operations and affairs shall be vested in the Board of Trustees, consisting of not less than five (5) or more than eleven (11) members. The qualifications of the Trustees, the method of their election and their term of office shall be set forth in the By-Laws of the Corporation. The Board of Trustees who shall govern

the Corporation until the next annual meeting, or until their successors are duly chosen and qualify shall consist of the following persons: Roy A. Grove, Peter Hinterkopf, William Lowry, Kenneth Mundy, James Taylor and Gary Swartz.

ART THIRD: The Board of Directors, at a meeting duly convened and held on December 21, 1981 approved these Articles of Amendment by majority vote of that entire Board, and concurrently two-third (2/3) of the members of the Corporation present at said meeting voted in favor of these Articles of Amendment and designated the President and the Secretary of the Corporation to execute and acknowledge the same on behalf of the body corporate.

IN WITNESS WHEREOF, Heritage Academy, Inc. has caused these presents to be executed, this 22nd day of December, 1981.

ATTEST:

HERITAGE ACADEMY, INC.

Gary L. Swartz
Gary L. Swartz, Secretary

BY Roy A. Grove
Roy A. Grove, President

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY, That on this 22 day of December, 1981, before me, the subscriber, a Notary Public of the State of Maryland, personally appeared the President and Secretary of HERITAGE ACADEMY, INC., and acknowledged that the foregoing Articles of Amendment are the act and deed of said body corporate.

WITNESS my hand and Notarial Seal.

Wanda P. Barger
Notary Public

My Commission expires July 1, 1982

ARTICLES OF AMENDMENT
OF
HERITAGE ACADEMY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 18, 1982 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2530, folio 62382, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 120354 -8104466

MAY 28 9 47 AM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for record May 28, 1982 at 9:47 o'clock am Liber 31

AT 10:00 AM 19120 197.50

ARTICLES OF INCORPORATION OF
STEVE B. SAGI CO., INC.

For the purposes of forming a stock corporation for one or more lawful purposes under the provisions of the Corporations and Associations Article of the Annotated Code of Maryland (Chapter 311, Acts 1975), the natural person hereinafter named as the person acting as the incorporator of the said corporation does hereby adopt and sign the following Articles of Incorporation of the corporation and does hereby acknowledge that his adoption and signing thereof are his act:

FIRST: (1) The name, including the full given name and the surname, of the incorporator is Marti Boylhart.

(2) The said incorporator's post office address, including the street and number, if any, including the city or county, and including the state or country, is 170 Washington Avenue, Albany, New York 12210.

(3) The said incorporator is at least eighteen years of age.

(4) The said incorporator is forming the corporation named in these Articles of Incorporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter called the "corporation") is STEVE B. SAGI CO., INC.

THIRD: The corporation is formed for the following purpose or purposes:

To make, enter into, perform and carry out contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing, and fitting up buildings, tenements, and structures of every description, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners, and otherwise for said purpose.

To acquire by purchase, lease or otherwise, improve and develop real property, to erect dwellings, apartment houses and other buildings, private or public of all kinds, and to sell or rent same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise use and operate real estate of all kinds, improved and unimproved, and any right or interest therein.

To hold, invest and reinvest its funds and in connection therewith to hold part or all of its funds in cash, and to purchase, or otherwise acquire, hold for investment or otherwise sell, assign, mortgage, transfer, exchange, or otherwise dispose of, or turn to account or realize upon, full or part paid securities created or

issued by any persons, firms, associations, corporations, syndicates, combinations, organizations, governments or sub-divisions thereof, and generally deal in any such securities, all rights, powers and privileges in respect thereof; and to do any and all things for the preservation, protection, improvement and enhancement in value of any and all such securities.

To buy, sell and deal in, with or without guarantees of payment thereof, bonds and mortgages and other like securities, and other kinds of property, whether real or personal, not prohibited or specially excepted by law, and to do and prosecute any acts or things incident to or proper in connection with the carrying on of the business of this corporation. To purchase, acquire, hold and dispose of the stock, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stock or other obligations.

To manufacture, purchase or otherwise acquire, and to sell and deal in all kinds of materials, goods, wares and merchandise which may be required for any of the purposes of the Corporation's business, or which may seem capable of being favorably used or dealt in, in connection with such business.

To buy, sell, mortgage, lease, sublet, hold for investment or other use, and operate real estate of all kinds, and to lease real estate and sublet the whole or parts thereof.

The foregoing provisions of this Article THIRD shall

be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided by this Article THIRD, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation; provided, that the corporation shall not conduct any business, promote and purpose, or exercise any power or privilege within or without the State of Maryland which, under the laws thereof, the corporation may not lawfully conduct, promote, or exercise.

FOURTH: The post office address, including the street and number, if any, and the city or county, of the principal office of the corporation within the State of Maryland, is 241 South Potomac Street, City of Hagerstown, Maryland 21740. The words "principal office" as used herein shall have the meaning ascribed to them by the General Corporation Law.

The name and the post office address, including the street and number, if any, and the city or county, of the resident agent of the corporation within the State

of Maryland, is Kanti Purchit, 5627 Catoctin Ridge Drive, City of Mount Airy, Maryland 21771. The words "resident agent" as used herein shall have the meaning ascribed to them by the General Corporation Law. The said resident agent is a citizen of the State of Maryland actually residing within the State of Maryland.

FIFTH: (1) The total number of shares of stock which the corporation has authority to issue is Five Thousand (5,000) common shares, each of which are to be without par value.

The aggregate par value of all the authorized shares of stock is no par value.

(2) The Board of Directors of the corporation is authorized, from time to time, to fix the price or the minimum consideration for, and to issue the shares of stock of the corporation.

(3) The Board of Directors of the corporation is authorized, from time to time, to classify or to reclassify, as the case may be, any unissued shares of stock of the corporation.

(4) Provisions, if any, governing the restric-

tions on the transferability of any of the shares of stock of the corporation may be set forth in the by-laws of the corporation or in any agreement or agreements duly entered into.

(5) Notwithstanding any provision of the General Corporation Law requiring a greater proportion than a majority of the votes entitled to be cast in order to take or authorize any action, any such action may be taken or authorized upon the concurrence of at least a majority of the aggregate number of votes entitled to be cast thereon.

SIXTH: (1) The number of Directors of the corporation, until such number shall be increased or decreased pursuant to the by-laws of the corporation, is three. The number of directors shall never be less than the number prescribed by the General Corporation Law.

(2) The names of the persons who shall act as directors of the corporation until the first annual meeting or until their successors are duly chosen and qualify are as follows:

Kanti Purohit	5627 Catoclin Ridge Drive Mount Airy, Maryland 21771
Steve B. Sagi	401 Ridge Avenue Hagerstown, Maryland 21740
Anio Kothari	144 Lake Road Morristown, New Jersey

(3) The initial by-laws of the corporation shall be adopted by the Board of Directors at their organization meeting or their informal written action, as the case may be. Thereafter, the power to make, alter and repeal the by-laws of the corporation shall be vested in the Board of Directors of the corporation.

(4) The corporation shall, to the fullest extent permitted by Section 64 of the General Corporation Law of Maryland, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as

to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SEVENTH: No contract or other transaction between the corporation and any other corporation and no other act of the corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of the corporation individually or any firm or association 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 the corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors 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. Any director of the corporation may vote upon any contract or transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation. Any contract, transaction or act of the corporation or of the directors, which shall be ratified by a majority of the votes cast, a quorum of the stockholders being present, at any meeting, or at any special meeting called for such purpose, shall in so far as permitted by law or by the Articles of Incorporation of the corporation, be as valid and as binding as though ratified by every stockholder of the corporation entitled to cast a vote; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its directors, officers, or employees, of its or their right to proceed with such contract, transaction or act.

EIGHTH: From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed, and other provisions authorized by the General Corporation

Law at the time in force may be added or inserted in the manner and at the time prescribed by said Law, and all contracts and rights at any time conferred by the stockholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, I have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are my act:

Dated: January 13, 1982


Marti Boylhart, Incorporator

ARTICLES OF INCORPORATION
OF
STEVE B. SAGI CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 18, 1982 at 11:15 o'clock A. M. as in conformity
with law and ordered recorded.

12

Recorded in Liber 2530, folio 3067 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 30.00 Special Fee paid \$ _____

7.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Rob O



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
A 120428

MAY 28 9 47 AM 1982

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

MAY 28 1982 9:47 AM LIBR 21

Received for record May 28, 1982 at 9:47 o'clock am Liber 21

ARTICLES OF INCORPORATION OF
M I M INVESTMENT GROUP, INC.

For the purposes of forming a stock corporation for one or more lawful purposes under the provisions of the Corporations and Associations Article of the Annotated Code of Maryland (Chapter 311, Acts 1975), the natural person hereinafter named as the person acting as the incorporator of the said corporation does hereby adopt and sign the following Articles of Incorporation of the corporation and does hereby acknowledge that his adoption and signing thereof are his act:

FIRST: (1) The name, including the full given name and the surname, of the incorporator is Marti Boylhart.

(2) The said incorporator's post office address, including the street and number, if any, including the city or county, and including the state or country, is 170 Washington Avenue, Albany, New York 12210.

(3) The said incorporator is at least eighteen years of age.

(4) The said incorporator is forming the corporation named in these Articles of Incorporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter called the "corporation") is M I M INVESTMENT GROUP, INC.

THIRD: The corporation is formed for the following purpose or purposes:

To make, enter into, perform and carry out contracts for constructing, building, altering, improving, repairing, decorating, maintaining, furnishing, and fitting up buildings, tenements, and structures of every description, and to advance money to and enter into agreements of all kinds with builders, contractors, property owners, and otherwise for said purpose.

To acquire by purchase, lease or otherwise, improve and develop real property, to erect dwellings, apartment houses and other buildings, private or public of all kinds, and to sell or rent same. To lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playground. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise use and operate real estate of all kinds, improved and unimproved, and any right or interest therein.

To hold, invest and reinvest its funds and in connection therewith to hold part or all of its funds in cash, and to purchase, or otherwise acquire, hold for investment or otherwise sell, assign, mortgage, transfer, exchange, or otherwise dispose of, or turn to account or realize upon, full or part paid securities created or

issued by any persons, firms, associations, corporations, syndicates, combinations, organizations, governments or sub-divisions thereof, and generally deal in any such securities, all rights, powers and privileges in respect thereof; and to do any and all things for the preservation, protection, improvement and enhancement in value of any and all such securities.

To buy, sell and deal in, with or without guarantees of payment thereof, bonds and mortgages and other like securities, and other kinds of property, whether real or personal, not prohibited or specially excepted by law, and to do and prosecute any acts or things incident to or proper in connection with the carrying on of the business of this corporation. To purchase, acquire, hold and dispose of the stock, bonds and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stock or other obligations.

To manufacture, purchase or otherwise acquire, and to sell and deal in all kinds of materials, goods, wares and merchandise which may be required for any of the purposes of the Corporation's business, or which may seem capable of being favorably used or dealt in, in connection with such business.

To buy, sell, mortgage, lease, sublet, hold for investment or other use, and operate real estate of all kinds, and to lease real estate and sublet the whole or parts thereof.

The foregoing provisions of this Article THIRD shall be construed both as purposes and powers and each as an independent purpose and power. The foregoing enumeration of specific purposes and powers shall not be held to limit or restrict in any manner the purposes and powers of the corporation, and the purposes and powers herein specified shall, except when otherwise provided by this Article THIRD, be in no wise limited or restricted by reference to, or inference from, the terms of any provision of this or any other Article of these Articles of Incorporation; provided, that the corporation shall not conduct any business, promote and purpose, or exercise any power or privilege within or without the State of Maryland which, under the laws thereof, the corporation may not lawfully conduct, promote, or exercise.

FOURTH: The post office address, including the street and number, if any, and the city or county, of the principal office of the corporation within the State of Maryland, is 241 South Potomac Street, City of Hagerstown, Maryland 21740. The words "principal office" as used herein shall have the meaning ascribed to them by the General Corporation Law.

The name and the post office address, including the

street and number, if any, and the city or county, of the resident agent of the corporation within the State of Maryland, is Kanti Purohit, 5627 Catoctin Ridge Drive, City of Mount Airy, Maryland 21771. The words "resident agent" as used herein shall have the meaning ascribed to them by the General Corporation Law. The said resident agent is a citizen of the State of Maryland actually residing within the State of Maryland.

FIFTH: (1) The total number of shares of stock which the corporation has authority to issue is Five Thousand (5,000) common shares.

The aggregate par value of all the authorized shares of stock is no par value.

(2) The Board of Directors of the corporation is authorized, from time to time, to fix the price or the minimum consideration for, and to issue the shares of stock of the corporation.

(3) The Board of Directors of the corporation is authorized, from time to time, to classify or to reclassify, as the case may be, any unissued shares of stock of the corporation.

(4) Provisions, if any, governing the restrictions on the transferability of any of the shares of stock of the corporation may be set forth in the by-laws of the corporation or in any agreement or agreements duly entered into.

(5) Notwithstanding any provision of the General Corporation Law requiring a greater proportion than a majority of the votes entitled to be cast in order to take or authorize any action, any such action may be taken or authorized upon the concurrence of at least a majority of the aggregate number of votes entitled to be cast thereon.

SIXTH: (1) The number of Directors of the corporation, until such number shall be increased or decreased pursuant to the by-laws of the corporation, is three. The number of directors shall never be less than the number prescribed by the General Corporation Law.

(2) The names of the persons who shall act as directors of the corporation until the first annual meeting or until their successors are duly chosen and qualify are as follows:

Kanti Purohit	5627 Catoclin Ridge Drive Mount Airy, Maryland 21771
Steve B. Sagi	401 Ridge Avenue Hagerstown, Maryland 21740
Anio Kothari	144 Lake Road Morristown, New Jersey 07960

(3) The initial by-laws of the corporation shall be adopted by the Board of Directors at their organization meeting or their informal written action, as the case may be. Thereafter, the power to make, alter and repeal the by-laws of the corporation shall be vested in the Board of Directors of the corporation.

(4) The corporation shall, to the fullest extent permitted by Section 64 of the General Corporation Law of Maryland, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-law, agreement, vote of stockholders or disinterested directors or

otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

SEVENTH: No contract or other transaction between the corporation and any other corporation and no other act of the corporation shall, in the absence of fraud, in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director of the corporation individually or any firm or association 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 the corporation, provided that the fact that he individually or such firm or association is so interested shall be disclosed or shall have been known to the Board of Directors or a majority of such members thereof as shall be present at any meeting of the Board of Directors at which action upon any such contract or transaction shall be taken. Any director of the corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any

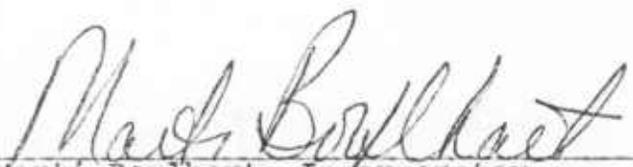
meeting of the Board of Directors which shall authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested. Any director of the corporation may vote upon any contract or transaction between the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation. Any contract, transaction or act of the corporation or of the directors, which shall be ratified by a majority of the votes cast, a quorum of the stockholders being present, at any meeting, or at any special meeting called for such purpose, shall in so far as permitted by law or by the Articles of Incorporation of the corporation, be as valid and as binding as though ratified by every stockholder of the corporation entitled to cast a vote; provided, however, that any failure of the stockholders to approve or ratify any such contract, transaction or act, when and if submitted, shall not be deemed in any way to invalidate the same or deprive the corporation, its directors, officers, or employees, of its or their right to proceed with such contract, transaction or act.

EIGHTH: From time to time any of the provisions of these Articles of Incorporation may be amended, altered or repealed,

and other provisions authorized by the General Corporation Law at the time in force may be added or inserted in the manner and at the time prescribed by said Law, and all contracts and rights at any time conferred by the stockholders of the corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

IN WITNESS WHEREOF, I have adopted and signed these Articles of Incorporation and do hereby acknowledge that the adoption and signing are my act:

Dated: January 13, 1982



Marti Boylhart, Incorporator

ARTICLES OF INCORPORATION

OF

M I M INVESTMENT GROUP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 18, 1982 at 11:15 o'clock A. M. as in conformity with law and ordered recorded.

12

Recorded in Liber 2530, folio 63208, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 30.00 Special Fee paid \$

7.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 120449

MAY 28 9 47 AM '82

8104441

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record May 28, 1982 at 9:47 o'clock am Liber 31
AT 10-32A# 19127 *****5.00

AMENDED ARTICLES OF INCORPORATION

OF

ROGERS COMMUNITY RESEARCH & DEVELOPMENT, INC.
(Formerly Joan A. Rogers & Associates, Inc.)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Kenneth J. Mackley, whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is ROGERS COMMUNITY RESEARCH & DEVELOPMENT, INC.

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

To assist individuals in communities to secure State and Federal loans and grants for construction, rehabilitation and urban renewal projects.

To act as consultant on privately financed development projects.

To engage in development of real estate.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made 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.

FOURTH: The post office address of the principal office of the Corporation in this state is 122 East Antietam Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Joan A. Rogers, 122 East Antietam Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

087

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

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); and the name of the director who shall act until the first annual meeting or until her successor is duly chosen and qualifies is Joan A. Rogers.

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

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.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The amendment of the Corporation's name was approved by the sole director, and no stock entitled to be voted on the matter was outstanding or subscribed for at the time of approval.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on January 11, 1982.

WITNESS:

Patricia L. Witmer

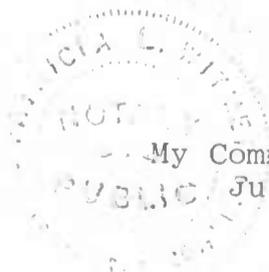
Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11th day of January, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J. Mackley, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public



My Commission Expires:
July 1, 1982

AMENDED ARTICLES OF INCORPORATION
OF

JOAN A. ROGERS & ASSOCIATES, INC.

Changing its name to:

ROGERS COMMUNITY RESEARCH & DEVELOPMENT, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 12, 1982 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2530, folio 2309 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Rob De...



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 120341

MAY 28 9 47 AM '82

8104340

LIBER _____ FOLIO _____

LAND _____

CLERK

Received For Record June 10, 1982 at 1:28 o'clock pm liber 31
LAW OFFICES

FRANCE AND METZNER, P.A.

HAGERSTOWN TRUST COMPANY BUILDING
81 WEST WASHINGTON STREET
HAGERSTOWN, MARYLAND 21740

RALPH H. FRANCE, II
LEWIS C. METZNER

TELEPHONE (301) 793-0100

10-32 A 1 703 *****50

February 9, 1982

Bonnie K. Diehl, President
Travel Plans, Inc.
138 East Antietam Street
Hagerstown, Maryland 21740

Dear Bonnie:

Please note that I am resigning as Resident Agent of Travel
Plans, Inc. effective immediately.

Very truly yours,



Ralph H. France, II

RHF:cb

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

TRAVEL PLANS, INC.

880

received for record February 11, 1982

, at 8:30 AM.

and recorded on Film No. 2531

Frame No. 1760 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA N^o 19997A

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

75
50

Mr. Clerk Mail to: France and Metzner
81 Washington Street
Hagerstown, Maryland 21740

RMG

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 10 1 28 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

592

1248

Received For Record June 10, 1982 at 1:28 o'clock pm liber 31

FRANCE AND METZNER, P.A.
HAGERSTOWN TRUST COMPANY BUILDING
81 WEST WASHINGTON STREET
HAGERSTOWN, MARYLAND 21740

RALPH H. FRANCE, II
LEWIS C. METZNER

10-82A# 1 771 ***100.75
10-82A# 1 770 ***100.50
TELEPHONE (301) 797-0100

January 22, 1982

Mr. Henry T. Donaldson
c/o Arthur Schneider, Esquire
218 North Potomac Street
Hagerstown, Maryland 21740

Re: Resignation of Resident Agent of S & T Enterprises, Inc.

Dear Mr. Donaldson:

It was just brought to my attention that I am listed as the Resident Agent for S & T Enterprises, Inc. Please note that I am resigning as Resident Agent of said Corporation effective immediately.

Very truly yours,

Ralph H. France

Ralph H. France, II

RHF:vlg

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

S & T ENTERPRISES, INC.

~~807~~
814

received for record February 2, 1982

, at 8:30 A.M.

and recorded on Film No. 2530

Frame No. 1247 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County

AA N^o 19978 A

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

25
50

Mr. Clerk Mail to: France and Metzner
81 West Washington Street
Hagerstown, Maryland 21740

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 10 1 28 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

594

ARTICLES OF INCORPORATION

OF

BROWN'S FTD FLORIST and GARDEN CENTER, INC.
(A Close Corporation)

1082AR 1 767 5.00

FIRST: I, Kenneth L Brown, whose address is 3281 Manor Dr., Hagerstown, Maryland, being at least eighteen years of age, does hereby form a close corporation under the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is BROWN'S FTD FLORIST and GARDEN CENTER, INC.

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

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

- (1) To grow, buy and sell Plants, Shrubs, Floral and supplies associated therewith.
- (2) To own and sell equipment and materials associated with this business.
- (3) To consult with individuals and other companies in the operation of such business, equipment and use of supplies and materials.
- (4) To hold collateral, to own and receive property, to execute and receive notes, to discount the same, to borrow money, loan money on behalf of the corporation, and to perform any other act not contrary to the laws of the State of Maryland.

FIFTH: The address for the principal office of the Corporation in this state is 757 Dual Highway, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation in this state is Raymond H. Harrison, Jr. 1154 Rosehill Avenue Extended, Hagerstown, Maryland 21740. 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 FOUR Thousand shares of common stock with a par value of Ten Dollars (\$10.00) per share, amounting to capital stock in this Corporation in the amount of FORTY THOUSAND DOLLARS (\$40,000.00).

SEVENTH: The shares of stock shall be of one class. The Corporation shall have one (1) director and the name and address of the person who shall serve as director until the first annual meeting, or until his successor(s) is/are elected and qualify, shall be:

KENNETH L. BROWN
3281 Manor Dr.
Hagerstown, Maryland 21740

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

(1) The Corporation shall indemnify any director or officer of the Corporation who was, or is, a part, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is, or was, such director officer, employee or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise against expenses (including attorney's fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful.

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

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

(4) Any indemnification under paragraph (1) or (2) of this Article EIGHTH (unless ordered by a court) shall be made by this Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article EIGHTH. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority vote of a Quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the

Corporation) in a written opinion; and any determination so made shall be conclusive.

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

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

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

(8) In the event that said Corporation shall not have a Board of Directors at the time any action directed or authorized by Article EIGHTH herein, such action shall be authorized to be taken by the Shareholders of the Corporation.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Directors (if Applicable) and stockholders.

(1) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the stockholders of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of such other corporations; any Directors individually or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the majority of the stockholders thereof; and any stockholder of this Corporation is also a Director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the stockholders of this corporation, which shall authorize any such contract or transaction and to vote at such meeting to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

(2) The Corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stocks shall be valid unless such change or terms shall have been authorized by the unanimous consent of the holders of such stock at the time outstanding by a vote at a meeting or in writing with or without a meeting.

TENTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Stockholders may determine subject to the provisions of law. In the event of liquidation of winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to holders of said stock according to their respective holdings thereof.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1 day of January 1982.

Witness:

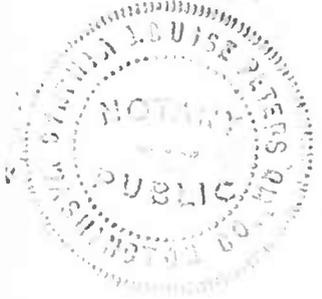
Kenneth L. Brown (SEAL)
KENNETH L. BROWN

Raymond H. Harrison, Jr.
Raymond H. Harrison, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 26th day of January, 1982, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth L. Brown, personally known to me to be the person whose name is subscribed to in the foregoing instrument and who acknowledge the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal



Cynthia Louise Peters, Notary
My Commission Expires July 1, 1983

ARTICLES OF INCORPORATION
OF
BROWN'S FTD FLORIST AND GARDEN CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 1, 1982 at 3:00 o'clock P M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2531, folio 62873, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 10 1 28 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 120840
8200008

WESTERN MARYLAND REVIEW ORGANIZATION, INC.

ARTICLES OF AMENDMENT

A
Western Maryland Review Organization, Inc., a Maryland corporation, having its principal office at 329 North Potomac Street, Hagerstown, Maryland, (hereinafter called Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: That Article THIRD of the Articles of Incorporation of the above Corporation approved by the State Department of Assessments and Taxation 20 March 1975 setting forth the purposes for which the Corporation was organized be and the same is hereby amended by the addition of the following provisions to be included in said Articles and, as restated, the following Article be and the same is hereby adopted in lieu of and in substitution therefor:

"THIRD: The purposes for which the Corporation is organized are to operate exclusively for charitable, educational, scientific, and literary purposes, within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended (or corresponding provision of any subsequent federal tax laws). Consistent therewith the Corporation is authorized to assume responsibilities for the duties and responsibilities of a Professional Standards Review Organization as specified in Title XI, Part B of the Social Security Act and related regulations and guidelines promulgated by the Secretary of the United States Department of Health, Education and Welfare. The Corporation, in addition to assuming the substantial responsibilities of a Professional Standards Review Organization, is authorized to engage in other related quality assurance activities, and activities incident or related thereto. In achieving these purposes, the Corporation will strive: To secure ready access for all members of the community to medical care; to insure a high quality of medical care to all members of

the community; to assure to each member of the community that the cost of the medical care is appropriate to the value of the service; to assist the community and its physicians in a continuing program of health and medical education; to promote the cause of community health and welfare; to improve the methods for the delivery of health care; to initiate or participate in, constructive projects designed to improve the health of the community; to educate the public in personal and community health; to work in conjunction with the Allegany, Frederick, Garrett and Washington County Medical Societies, the Medical and Chirurgical Faculty of the State of Maryland, other medical societies and organizations involved in health care; to assemble data and findings and to compile reports, papers, and pamphlets based upon, or in connection with, the conduct and operation of the Organization.

To receive and acquire by gift, grant, purchase, devise, bequest, or otherwise, as may be lawful, money and real and personal property of any kind; and to hold, accumulate, invest, or dispose of such property or the income derived therefrom for the furtherance of the above stated purposes.

To borrow money and execute lawful indicia of indebtedness for the purpose of meeting the Organization's obligations, or, to undertake any endeavor or activity not inconsistent with the stated purposes of this Organization which, from time to time, shall be deemed expedient by the Board of Directors.

To do and engage in any and all lawful activities which may be incidental or reasonably necessary to any of the foregoing purposes, and to have and to exercise all other powers and authority now or hereinafter conferred upon non-profit corporations under the Laws of the State of Maryland."

SECOND: That Article SIXTH of the Articles of Incorporation be and the same is hereby amended by the addition of the following

provisions to be included in said Article and, as restated, the following Article be and the same is hereby adopted in lieu of and in substitution therefor:

"SIXTH: In all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, winding up of this Corporation, voluntary or involuntary or by operation of law, or upon amendment of the Articles of Incorporation --

(a) The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in the Internal Revenue Code, section 501 (c) (3).

(b) No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof.

(c) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or of otherwise attempting, to influence legislation; nor shall the Corporation in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(d) Neither the whole, nor any part of portion, of the assets or net earnings of the Corporation shall be used,

nor shall the Corporation ever be operated, for objects or purposes other than those set forth in Article III hereof.

(e) (1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax on undistributed income imposed by IRC section 4942; (2) The Corporation shall not engage in any act of self-dealing as defined in IRC section 4941(d); (3) The Corporation shall not retain any excess business holdings as defined in IRC section 4943 (c); (4) The Corporation shall not make any investments in such manner as to subject it to tax under IRC section 4944; and (5) The Corporation shall not make any taxable expenditures that would subject it to tax under IRC section 4945 (d).

(f) Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be transferred to the Department of Health, Education and Welfare, or to such other entity as the Secretary may direct, and which are then qualified for exemption from federal income taxes as organizations described in IRC section 501 (c) (3)."

THIRD: That pursuant to recent Internal Revenue Service grants of exemption all references to Section 501(c)(6) of the Internal Revenue Code shall be deemed to be references to Section 501(c) (3) of said Code and that such changes are hereby adopted.

FOURTH: That pursuant to the requirements of Section 2-603, Corporations and Associations, Annotated Code of Maryland, 1975, a majority of the Board of Directors of said Corporation at a meeting duly convened and held on the First day of February, 1982.

1982, at which a quorum was present, duly approved all the amendments of the Charter of the Corporation as hereinabove set forth.

IN WITNESS WHEREOF, said Corporation has caused these Articles of Amendment to be duly signed for and on its behalf by its President and has caused its corporate seal to be hereunto duly attested by its Secretary.

ATTEST TO SIGNATURE AND CORPORATE SEAL:

WESTERN MARYLAND REVIEW ORGANIZATION, INC.

E. H. ...
Secretary

By Thomas G. Johnson
President

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 8 day of February, A. D., 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Thomas G. Johnson, MD who did acknowledge that he is and was the President of the above named Corporation and presided at the meeting of Directors alleged in the foregoing Articles of Amendment and who further acknowledged the matters and facts set forth in the foregoing Articles of Amendment are true to the best of his information, knowledge, and belief.

Witness my hand and official Notarial Seal.

Jacqueline Myers Kenner
Notary Public



ARTICLES OF AMENDMENT

OF

WESTERN MARYLAND REVIEW ORGANIZATION, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 24, 1982 at 8:30 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2533, folio 1966, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

JUN 10 1 28 PM '82

LIBER FOLIO

LAND VAUGHN J. BAKER, CLERK

A 122588 8200988

ARTICLES OF INCORPORATION

OF

CHRISTIAN DEVELOPMENT CENTER, INC.
(A NON-PROFIT, CHARITABLE CORPORATION)

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, PAUL E. HARTMAN, whose address is P. O. Box 2074, Hagerstown, Maryland 21740; and ARTHUR B. RICHARDS, JR., whose address is 1855 Fountainhead Road, Hagerstown, Maryland 21740, both being over the age of 18, do under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations, hereby associate ourselves for the purposes of forming a Charitable, Non-Stock corporation.

SECOND: The name of the Corporation is:

CHRISTIAN DEVELOPMENT CENTER, INC.
(A NON-PROFIT, CHARITABLE CORPORATION)

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

(A) The first and main purpose of the Corporation will be the promotion and promulgation of the Gospel of our Lord and Saviour Jesus Christ;

(B) To promote the spiritual unity of Believers in Jesus Christ our Saviour;

(C) To enlist and invite any and all local churches to join with us in this united effort to fulfill the Scripture expresses in Ephesians 4:12-13;

(D) For this purpose and in the spirit of Christ, join together to fulfill His commandment to prepare God's people for works of service, so that the Body of Christ may be built up until we all reach unity in the faith and in the knowledge of the Son of God and become mature, attaining to the whole measure of the fullness of Christ;

(E) The said corporation is organized exclusively for charitable, benevolent, educational and religious purposes, including and in addition to clauses A through D above, the

making and distribution to organizations that qualify as exempt organizations under section 501 (C) (3) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law;

(F) and, generally to carry on any other business in connection therewith not contrary to the laws of the State of Maryland, and with all the powers conferred upon corporations by the laws of the State of Maryland, and the said corporation is formed upon the articles, conditions and provisions herein contained, and subject in all particulars to the limitations relating to corporations which are expressed in the General Laws of the State of Maryland and the United States of America.

FOURTH: The address of the principal office of the corporation is P. O. BOX 1166, ^{#329 Cherry Tree Circle} Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent is PAUL HARTMAN, P. O. Box ^{#329, Cherry Tree Circle} 2074, Hagerstown, Maryland 21740, who actually resides at said address.

SIXTH: The corporation is a non-profit, charitable corporation and has no authority to issue capital stock.

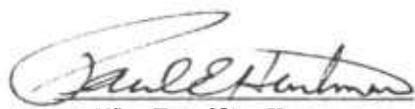
SEVENTH: The incorporators shall serve as directors until the organization meeting of the corporation. The number of Directors of the corporation shall be Three (3) which number may be increased or decreased pursuant to the By-laws of the corporation, but shall never be less than Three (3).

EIGHT: No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in clause THIRD above. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing

or distribution of statements) a political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under section 501 (C) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation contribution to which is deductible under section 170 (C) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

NINETH: Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose all of the assets of the corporation in such manner or to said organization or organizations and operated exclusively for the purposes above stated or for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (C) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so distributed shall be disposed of by the court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this 25th day of ~~September~~ ^{JANUARY}, 1982.



 PAUL E. HARTMAN


 ARTHUR B. RICHARDS, JR.

STATE OF MARYLAND
COUNTY OF WASHINGTON

TO WIT:

(Signature)

I hereby certify that on this 25th day of ~~September~~ ^{January}, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared PAUL E. HARTMAN and ARTHUR B. RICHARDS, JR., and each did acknowledge the foregoing Articles of Incorporation to be their act and deed.

WITNESS my hand and notarial seal.

(Signature)
NOTARY PUBLIC

My Commission expires: ~~July 1, 1982~~
7-1-82

ARTICLES OF INCORPORATION
OF
CHRISTIAN DEVELOPMENT CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 24, 1982 at 8:30 o'clock A.M. as in conformity
with law and ordered recorded.

5

Recorded in Liber **2534**, folio **60787**, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]

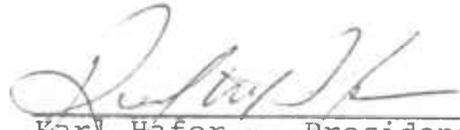


STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD
A 122904
JUN 10 1 28 PM '82 200962
LIBER _____ FOLIO _____
LAND _____

CONSENT OF STOCKHOLDERS TO CHANGE CORPORATE NAME

10-10-82 4:21 734 5.00

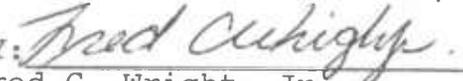
We, being the stockholders of Professional Services Computer Programmers, Inc. do hereby consent to the change of name of said corporation to "Professional Computer Services, Inc."


Karl Hafer - President


Fred C. Wright, Jr.
Vice-President & Asst. Treasurer


Johnna F. Artz.
Secretary

WRIGHT GARDNER INSURANCE, INC.

BY: 
Fred C. Wright, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on February 5, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Karl Hafer, President of Professional Services Computer Programmers, Inc. A Maryland Corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the Corporate act of said Corporation; and at the same time personally appeared Johnna F. Artz, and made oath in due form of law that she was secretary of the meeting of the stockholders of said Corporation at which the amendments of the charter of the corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

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

My Commission Expires:
July 1, 1982


Linda M. Lohr
Notary Public

ARTICLES OF AMENDMENT OF CORPORATE CHARTER
OF
PROFESSIONAL SERVICES COMPUTER PROGRAMMERS, INC.

Professional Services Computer Programmers, Inc., a Maryland Corporation, having its principal offices in Hagerstown, Maryland, (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation, that:

FIRST: The Board of directors of the corporation, at a meeting duly convened and held on January 15, 1982, adopted resolution in which was set forth the amendments to the charter, hereinafter more particularly outlined, declaring that the said amendments of the charter as advisable and directing that they be submitted for action thereon at a special meeting of the stockholders of the Corporation to be held January 18, 1982.

SECOND: Notice setting forth the said amendments of the charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given, as required by law to all stockholders entitled to vote thereon.

THIRD: The amendments of the charter as hereinafter set forth were approved by the stockholders of the Corporation at said meeting by the affirmative vote of more than two-thirds of the shares of each class of stocks entitled to vote thereon.

FOURTH: The amendments of the charter of the corporation as hereinafter set forth have been duly advised by the Board of directors and approved by all stockholders of the Corporation.

FIFTH: The charter is amended by striking out Article Second of the Articles of Incorporation and inserting in lieu thereof the following:

"Second: THAT the name of the corporation (which is hereinafter called the 'Corporation') is:

PROFESSIONAL COMPUTER SERVICES, INC.

SIXTH: The change of charter hereby made has no effect on the value or number of shares of stock of the Corporation.

IN WITNESS WHEREOF, Professional Services Computer Programmers, Inc., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on February 1, 1982.

PROFESSIONAL SERVICES COMPUTER PROGRAMMERS, INC.

(Corporate Seal)

BY: [Signature]
Karl Hafer,
President

Attest: [Signature]
Johnna F. Artz
Secretary-Treasurer

I solemnly declar under the penalty of perjury that the matters and facts contained in the foregoing Articles of Amendment is a Corporate act.

126 V A 921
1982 FEB - 9
[Signature]
Karl Hafer, President

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN MARYLAND

ARTICLES OF AMENDMENT

OF

PROFESSIONAL SERVICES COMPUTER PROGRAMMERS, INC.

Changing its name to:

PROFESSIONAL COMPUTER SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 22, 1982 at 10:30 o'clock A. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2533, folio 3576 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 10 1 28 PM '82 A 122797

8200853

LIBER _____ FOLIO _____

LAND _____

RECORDED BY CLERK

CORVETTE RESTAURANT & LOUNGE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Corvette Restaurant & Lounge, Inc.

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

(1) To engage in the business of operating a restaurant and lounge, and further to sell food and beverage and to engage in other related businesses; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §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 37 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is 118 South Mulberry Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. The name of the resident agent is Charles William Harbaugh.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000.00) shares of common stock, without par value.

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

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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:

Charles William Harbaugh

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.

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 §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of February, 1982, and I acknowledge the same to be my voluntary act and deed.

Diana Schlossberg
Witness

Roger Schlossberg (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
CORVETTE RESTAURANT & LOUNGE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 19, 1982 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber **25 33** , folio **62474** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 122681

JUN 10 1 28 PM '82 00752

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF AMMENDMENT

10-32-A-1 102 5.00

FOR

HIGHWAY PETROLEUM SALES, INC.

HIGHWAY PETROLEUM SALES, INC., a Maryland Corporation, having its principal office at Hancock, Maryland (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by adding to Article SEVENTH (A) the following statement:

"The Board of Directors of the Corporation is empowered to authorize the issuance of five hundred (500) preferred stock with a three percent (3%) of net profits cumulative dividend. The stock shall have a One Dollar (\$1.00) par value and shall not be entitled to a vote."

The effect of this amendment will be to cause the Corporation to have two (2) classes of stock which shall be issued in the following manner:

Common Stock - 50,000 Preferred Stock - 500

SECOND: By formal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 1-301 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written formal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-604 of the Corporations and Associations Article of Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, HIGHWAY PETROLEUM SALES, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 4th day of February, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of HIGHWAY PETROLEUM SALES, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

HIGHWAY PETROLEUM SALES, INC

Betty D. Courtney
Secretary

James G. Myers
James G. Myers, President

ARTICLES OF AMENDMENT
OF
HIGHWAY PETROLEUM SALES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 18, 1982 at 11:00 o'clock A M. as in conformity
with law and ordered recorded.

2

Recorded in Liber 2533, folio 02415, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 122666

JUN 10 1 29 PM '82

LIBER _____ FOLIO _____ 8200734

LAND _____
VAUGHN L. BAKER, CLERK

dw

ARTICLES OF AMMENDMENT 10-82A# 1 701 *****5.00

FOR

HANCOCK LEASING CORPORATION

HANCOCK LEASING CORPORATION, a Maryland Corporation, having its principal office at Hancock, Maryland (hereinafter referred to as "Corporation"), (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by adding to Article SEVENTH (A) the following statement:

"The Board of Directors of the Corporation is empowered to authorize the issuance of five hundred (500) preferred stock with a three percent (3%) of net profits cumulative dividend. The stock shall have a One Dollar (\$1.00) par value and shall not be entitled to a vote."

The effect of this amendment will be to cause the Corporation to have two (2) classes of stock which shall be issued in the following manner:

Common Stock - 10,000 Preferred Stock - 500

SECOND: By formal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 1-301 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written formal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-604 of the Corporations and Associations Article of Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, HANCOCK LEASING CORPORATION, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 4th day of February, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of HANCOCK LEASING CORPORATION and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

HANCOCK LEASING CORPORATION



Secretary

Courtney

James G. Myers

James G. Myers, President

1982 FEB 17 A 9 20

f

ARTICLES OF INCORPORATION
OF
HANCOCK LEASING CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 18, 1982 at 11:00 o'clock ^AM. as in conformity
with law and ordered recorded.

2

Recorded in Liber **2533**, folio **02418**, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 122667
JUN 10 1 29 PM '82

LIBER _____ FOLIO 02418 33

LAND _____
VAUGHN J. BAKER, CLERK

620 *W*

Received for Record: June 10, 1982 at 1:29 p.m.
Corporation Liber No. 31

~~62116~~

ARTICLES OF AMMENDMENT # 10-22-A-E 1 760 *****5.07
FOR
GENERAL FREIGHTS, INC.

GENERAL FREIGHTS, INC., a Maryland Corporation, having its principal office at Hancock, Maryland (hereinafter referred to as "Corporation"), (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by adding to Article SEVENTH (A) the following statement:

"The Board of Directors of the Corporation is empowered to authorize the issuance of five hundred (500) preferred stock with a three percent (3%) of net profits cumulative dividend. The stock shall have a One Dollar (\$1.00) par value and shall not be entitled to a vote."

The effect of this amendment will be to cause the Corporation to have two (2) classes of stock which shall be issued in the following manner:

Common Stock - 500 Preferred Stock - 500

SECOND: By formal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 1-301 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written formal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-604 of the Corporations and Associations Article of Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, GENERAL FREIGHTS, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 4th day of February, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of GENERAL FREIGHTS, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

GENERAL FREIGHTS, INC.

B. Betty D. Courtneef
Secretary

James G. Myers
James G. Myers, President

P

ARTICLES OF AMENDMENT
OF
GENERAL FREIGHTS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 18, 1982 at 11:00 o'clock A M. as in conformity
with law and ordered recorded.

2

Recorded in Liber 2533, folio 62412, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 10 1 29 PM '82

A 122665

8200732

LIBER _____ FOLIO _____

LAND
VAUGHN J. BAKER, CLERK

622

ARTICLES OF INCORPORATION

OF

ALFONSO LAZO, M.D., P.A.

THIS IS TO CERTIFY:

FIRST: That I, Lynn F. Meyers, the subscriber, whose post office address is P.O. Box 1267, Hagerstown, Maryland, being at least eighteen (18) years of age and licensed to practice law in the State of Maryland, do, under and by virtue of Sections 5-101 et seq. of the Maryland Professional Service Corporation Act of the General Laws of the State of Maryland authorizing the formation of Professional Corporations, form a Professional Corporation by the execution and filing of these Articles.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is: ALFONSO LAZO, M.D., P.A.

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

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

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

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

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

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

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

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

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

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

The foregoing enumeration of the purposes, objects and services of the Corporation is not intended, by mention of any particular purpose, object or service, in any manner to limit or restrict the powers conferred upon the Corporation by the general laws of the State of Maryland. The Corporation is formed upon these articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations formed under the Maryland Professional Service Corporation Act of the General Laws of this State; provided, however, that if the Corporation, at any time and for any reason, ceases to be, or is disqualified from operating as a Professional Service Corporation under and by virtue of the Maryland Professional Service Corporation Act it shall thereupon be converted into, and shall operate thereafter solely as a corporation under the General Laws of the State of Maryland, exclusive of the Maryland Professional Service Corporation Act.

FOURTH: That the post office address of the principal office of the Corporation in the State of Maryland is 24 Spring Creek Road, Hagerstown, Maryland 21740. The resident agent of the Corporation is Alfonso Lazo whose post office address as resident agent is 24 Spring Creek Road, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have two Directors (which number may be increased or decreased, but not to be less than one (1), pursuant to the By-Laws of the Corporation) and the following named persons shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify:

Alfonso Lazo
Jeannine G. Lazo

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

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

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

(c) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion, may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to the holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(d) Except as otherwise provided, herein, the Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business or assets, in whole or in part, of other corporations or unincorporated business entities organized to render the same specific professional service provided for this Corporation.

(e) The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering on 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.

(f) No Stockholder of this Corporation shall enter into any voting trust agreement or any other type of agreement vesting in another person or entity the authority to execute the voting power of any or all of his shares of Corporation's stock.

(g) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the Stockholders, which is more than a majority of the total number of votes entitled to be cast thereon, such action shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon.

(h) The Corporation reserves the right to make, from

time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of a majority of all of such stock, the terms of which are being changed, at the time outstanding by vote at a meeting or in writing with or without a meeting.

(i) The Corporation shall have such officers, as may from time to time be provided in the By-Laws, subject to the limitations and restrictions therein; and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

(j) No contract or other transaction between this Corporation and any other firm, association or corporation shall in any way be affected or invalidated by the fact that any one or more of the directors of this Corporation are pecuniarily or otherwise interested in or is a member, director or officer or are members, directors or officers of such firm, association or corporation; any director or directors individually or jointly or any firm, association, or corporation of which any director may be a member, may be a party or parties 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, association or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

EIGHTH: This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledge same to be my act on the 11th day of February, A.D., 1982.

WITNESS:

Nancy Bayer *Lynn F. Meyers*

 Lynn F. Meyers

ARTICLES OF INCORPORATION

OF

ALFONSO LAZO, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 17, 1982 at 11:00 o'clock A. M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2533, folio 2275 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 10 1 29 PM '82 A 122639
8200687

LIBER _____

LAND
VAUGHN J. BAKER, CLERK

628

FIRE POLICE ASSOCIATION OF WASHINGTON COUNTY, INC.

ARTICLES OF REVIVAL*
(TITLE 3, SUBTITLE 508-509-510 OF "CORPORATIONS AND ASSOCIATIONS ARTICLES" OF THE ANNOTATED CODE OF MARYLAND.

FIRE POLICE ASSOCIATION OF WASHINGTON COUNTY, INC. A Maryland corporation having its principal office in Hagerstown, Washington, Maryland (hereinafter called the corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND THAT:

FIRST: The charter of the Corporation was forfeited on December 30, 1968, for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, And these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation

SECOND: The name of the Corporation at the time of the forfeiture of its charter was FIRE POLICE ASSOCIATION OF WASHINGTON COUNTY, INC.

THIRD: The name by which the Corporation will hereafter be known is WASHINGTON COUNTY FIRE POLICE ASSOCIATION INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 805 Penna. Ave. P.O. Box 1043 Hagerstown, Maryland 21740.
(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are James D. Schaffer 511 W. Church St. Hagerstown, Md. 21740 Said resident is a citizen of the State of Maryland and actually resides therein.

FIFTH: At or prior to filing these Articles of Revival the Corporation has: Filed all annual reports which the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION sent us (1978, 1979, 1980 and 1981) which should have been filed by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation have signed these Articles of Revival on the 6 day of Feb. , 1982.

Charles E. Daley Jr. Last acting President
Charles E. Daley Jr.

Charles I. Eyler Last acting Secretary
Charles I. Eyler

State of Maryland, County of Washington, I hereby Certify that on the 6 day of Feb., 1982 before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington, personally appeared Charles E. Daley Jr. the last acting President and Charles I. Eyler, the last acting Secretary of the FIRE POLICE ASSOCIATION OF WASHINGTON COUNTY INC. a Maryland corporation, and severally acknowledge the foregoing Articles of Revival to be their act.

WITNESS my hand and notarial seal, the 6 day of Feb. - 1982 1982.



Eddie R. Scott
my Comm. Expires
July 1, 1982

ARTICLES OF REVIVAL

OF

FIRE POLICE ASSOCIATION OF WASHINGTON COUNTY, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 16, 1982 at 3:00 o'clock P M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2533, folio 01434, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 10.00
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 122548

JUN 10 1 29 PM '82

8200607

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. HAKER, CLERK

ARTICLES OF INCORPORATION

We, the undersigned, Denver H. Trumbower, Chairman of Route 1, Box 57, Clear Spring, Maryland, Harold L. Phillips, of Route 1, Box 429, Clear Spring, Maryland, Harris L. Trumbower, of Route 1, Big Pool, Maryland, Clarence W. Weller of Route 2, Hancock, Maryland, and Rodger L. Mellott, Route 1, Box 63, Big Pool, Maryland, each being at least twenty-one (21) years of age, do hereby associate themselves as incorporators with the intention of forming a religious corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE 1. The name of the corporation, which is hereafter referred to as the "Church", shall be First Church of God at Orchard Ridge.

ARTICLE 2. The Church or corporation shall be governed by the Church Council and final authority over the affairs of the Church shall rest in the Church Council which shall be independent of control by any outside person or ecclesiastical body.

ARTICLE 3. The purpose of the corporation is to establish and maintain a church and to provide and maintain a place of worship and prayer in accordance with Church of God traditions, to establish, maintain and conduct a school for religious instruction for both children and adults; to further all religious and charitable work; and for the aforesaid purposes to adopt and establish Articles of Incorporation, a

Constitution and By-Laws in accordance with applicable law.

ARTICLE 4. The Church Council shall be composed of the Elders, Deacons, Deaconesses, Church Treasurer, Church Secretary, Sunday School Superintendent, Board of Trustees, President of the Ladies Aid and the presidents or leaders of any other functional department of the Church which shall be organized from time to time. The Pastor shall be an advisory member and shall be entitled to be heard on all matters but shall not have the power of vote or veto. By virtue of his position, the Pastor shall be the President of the Church Council except as he may otherwise desire.

ARTICLE 5. The title to Church property shall rest in the Trustees, who shall number no less than five (5) and not more than seven Trustees shall be at least twenty-one (21) years of age, shall be members in good standing of the Congregation, and shall be elected every three (3) years by a majority vote of the Congregation. The Trustees shall control and manage property, both real and personal, now used, occupied or possessed by said Church or which may be hereafter given, conveyed, bequeathed, or devised to said body corporate and which it may be lawful for said Church to hold and the same shall be held for the use and benefit of the corporation. The said Church shall have the power through the Trustees to purchase, lease, or otherwise acquire, hold, improve, develop, mortgage, sell, exchange, let, or in any manner encumber or dispose of real and personal property wherever situated.

ARTICLE 6. All persons eligible for election to Elder, Deacon, Deaconess, Secretary, Treasurer and other positions of leadership shall be at least sixteen (16) years of age and members in good standing of the Congregation, except for the position of Trustee as set forth in ARTICLE 5.

The Elders, Deacons, Deaconess and Trustees shall be elected every three years and the number of Elders and Deacons shall not be less than two and nor over three. The number of Deaconesses not less than three and nor over five.

A nominating Committee of two or more persons will be appointed by the Church Council and will present their nominations to the Chairman of the Church Council which list shall be posted for at least one week before the election. The Congregation will then vote on the nominees with a simple majority vote required for election.

ARTICLE 7. The quorum for congregational meetings shall be a simple majority of these members present.

ARTICLE 8. A Church Constitution and By-Laws outlining in detail the organization of the Church, conditions of membership, statement of faith, and the authority and responsibilities of officers, shall be prepared and adopted by the Church Council.

ARTICLE 9. Membership in the Church shall be composed of those who have repented of their sins and have accepted Jesus Christ as their personal Savior. Members shall be required to be baptized in the Scriptural way as practiced by

the Church. Baptism should be done before admittance into membership, unless there is a proper and justifiable reason which shall be determined by the Pastor and Elders of the Church.

ARTICLE 10. These Articles of Incorporation and the Constitution and By-Laws of the congregation may be amended by a simple majority vote of all members of the Church Council. All amendments shall first be reviewed by the Church Council and shall be given in writing to all voting members at least two (2) weeks in advance of voting.

ARTICLE 11. The objects and purpose of the corporation are religious, educational, and charitable. Its duration shall be perpetual. The corporation holds to a Biblical and doctrinal position as stated in the Constitution and By-Laws.

ARTICLE 12. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the corporation as set forth elsewhere in these articles. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of

any candidate for public office.

ARTICLE 13. Upon the dissolution of the corporation, the Church Council shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the remaining assets to the Church of God General Conference providing said organization qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law). In the event the above shall not be an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, the Church Council shall dispose of all the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or religious purposes as shall, at any time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Church Council shall determine.

ARTICLE 14. The principal office of the Church shall be at Route 1, Box 15, Big Pool, Maryland 21711, and the Resident Agent shall be Harris L. Trumpower, Route 1, Box 15, Big Pool, Maryland.

ARTICLE 15. The corporation shall not be authorized to issue shares of stock in any form or class.

IN WITNESS THEREOF, we have signed these Articles of

Incorporation this 5th day of February, 1982.

WITNESS:

<u>Francis M. Duggan, Sec.</u>	<u>Francis M. Duggan</u> (SEAL)
<u>Francis M. Duggan, Sec.</u>	<u>Richard L. Kelley</u> (SEAL)
<u>Francis M. Duggan, Sec.</u>	<u>Francis M. Duggan</u> (SEAL)
<u>Francis M. Duggan, Sec.</u>	<u>Clarence W. Ueller</u> (SEAL)
<u>Francis M. Duggan, Sec.</u>	<u>Rodger J. Mallott</u> (SEAL)

ARTICLES OF INCORPORATION
OF
FIRST CHURCH OF GOD AT ORCHARD RIDGE

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 11, 1982 at 4:30 o'clock P. M. as in conformity
with law and ordered recorded.

7

Recorded in Liber **2533**, folio **01051**, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 10.00 Special Fee paid \$ _____
2.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 122490
8200516

JUN 10 1 29 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J BAKER, CLERK

ARTICLES OF INCORPORATION

HAGERSTOWN LUMBER CO. INC.

FIRST: I, Edward L. Carr, whose post office address is 2419 Long Ridge Drive, Hagerstown, Maryland 21740 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Hagerstown Lumber Co. Inc.

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

(1) To carry on any or all business as manufacturers, producers, merchants, wholesale and retail, importers, and exporters, generally without limitation as to class of products and merchandise, and to manufacture, produce, adapt, prepare, buy, sell, and otherwise deal in any materials, articles, or things required in connection with or incidental to the manufacture, production, and dealing in such products; 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 the principal office of the Corporation in this State is 700 Frederick Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward L. Carr, 2419 Long Ridge Drive, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of a par value of One (\$1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to 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 elected and qualify are: Edward L. Carr, Lawrence R. Martin and Carroll L. Eichelberger.

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.

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 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 are 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 29th day of January, 19 82, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Stetelmeyer Edward L. Carr
Edward L. Carr

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 29th day of January 19 82, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward L. Carr and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Eunice C. Stetelmeyer
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
HAGERSTOWN LUMBER CO. INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 1, 1982 at 4:30 o'clock PM. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2532 folio 2566 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 122202
8200496

JUN 10 1 29 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. PAKER, CLERK

*Record
19*

RECORDED & INDEXED \$5.00

KDSG, INC.

ARTICLES OF INCORPORATION

FIRST: I, William McC. Schildt, whose post office address is 81 West Washington Street, Hagerstown, Maryland, 21740, 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 (hereafter called the "Corporation") is KDSG, INC.

THIRD: The purpose for which the Corporation is formed and the business or objectives to be carried on or promoted by it are as follows: to buy, prepare, and sell food and food products; and to sell the services of a restaurant; and to buy, sell, and deal in the products and services related to such business; and to do any and all things necessary and appropriate to such business and to engage in such other lawful trades, business, or activities as the Board of Directors may from time to time determine; and the Corporation shall have all the general powers granted by law to corporations of the State of Maryland and all other powers necessary or appropriate to such purposes not specifically prohibited by law.

FOURTH: The post office address of the principal office

of the Corporation is 4 Hopewell Road, Williamsport, Maryland, 21795. The name and post office address of the Resident Agent of the Corporation is Kathy A. Gigeous, 216 East Potomac Street, Williamsport, Maryland, 21795. The Resident Agent is a citizen of and actually resides in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of such shares shall be of one class, shall be called common stock, and shall have an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

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). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Kathy A. Gigeous, M. Douglas Gigeous, and Steven P. Gigeous.

SEVENTH: The Corporation shall indemnify all persons permitted to be indemnified by the Corporations and Associations Article, Section 2-418 of the Maryland Annotated Code to the fullest extent now or hereafter permitted therein, except that the Corporation shall not be required to purchase

or maintain insurance on behalf of such persons as permitted in Subsection (h) of the Corporations and Associations Article, Section 2-418.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 8th day of February, 1982.

WITNESS:

Kathleen M. Leonard
Kathleen M. Leonard

William McC. Schildt
William McC. Schildt

ARTICLES OF INCORPORATION
OF
KDSG, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 10, 1982 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

[Handwritten Signature]

Recorded in Liber 2532, folio 3274, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 122276

Jan 10 1 29 PM '82

8200429

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

THE G. E. MURRAY DISTRIBUTING COMPANY

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 9th day of February, 1982, by and between THE G. E. MURRAY DISTRIBUTING COMPANY, a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and FILSINGER DISTRIBUTING, INC., a Delaware corporation authorized to do business in Maryland, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successor and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: FILSINGER DISTRIBUTING, INC., having its post office address at 21 Prospect Square, Cumberland, Maryland, 21502, and its place of business at Eckhart, Maryland, 21528. The principal office of the transferee is located in Wilmington, Delaware. The resident agent in Maryland for the transferee is c/o Hugh A. McMullen, Esq., 21 Prospect Square, Cumberland, Maryland 21502.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is The G. E. Murray Distributing Company, a corporation organized under the laws of the State of Maryland.

Transferee is Filsinger Distributing, Inc., a corporation organized under the general laws of the State of Delaware.

Transferee was incorporated on December 13, 1978, under the general laws of the State of Delaware and qualified to do business as a foreign corporation on this State on January 8, 1979.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein is Four Hundred Thirty Thousand One Hundred Ninety Dollars and 27/100 (\$430,190.27) to be paid to Transferor in accordance with the terms and conditions set forth in the Agreement to Sell Assets (hereinafter referred to as the "Agreement") between Transferee and Transferor dated as of January 21, 1982.

FIFTH: The principal office of Transferor is at 1099 and 1101 Virginia Avenue, Hagerstown, Washington County, State of Maryland. Transferor is not transferring any real property.

SIXTH: The location of the principal office of Transferee in the State of Maryland is 21 Prospect Square, Cumberland, Maryland, 21502.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the

proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Delaware under which Transferee was organized.

NINTH: In consideration of the payment to Transferor of Four Hundred One Thousand Five Hundred Twenty Six and 25/100 Dollars in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

(1) Transferor's motor vehicles, office furniture, furnishings, fittings, fixtures and all other articles of personal property of whatever type and description (except for certain items reserved to Transferor) specifically including:

<u>Type of Vehicle</u>	<u>Serial No.</u>
1979 Chevrolet C-70 Delivery 10-Bay	C17DE9V183677
1976 International Delivery 10-Bay	Do532FHA19039
1976 Chevrolet Delivery 10-Bay	CCE676V112295
1975 Ford Delivery	N76EVW05587
1972 Ford 2½-ton Delivery 8-Bay	N70EVN93215
1976 Ford ½-ton Van	E14HHC40930
1975 Ford 3/4-ton Pickup with top	F25YCV26496
1979 Chevrolet Caprice S/W	1N35L9J187904
1977 Chevrolet Chevette	1J0817Y212289
1974 Waymatic Refrig. Beer Trailer	69466

(2) all inventories relating to Transferor's business (the "Inventory");

(3) all Transferor's brochures, sales literature, labels, advertising and promotional and other selling material;

(4) all Transferor's records, files, invoices, customers' lists, suppliers' lists, programs and all other records and data relating to the business and operations of Transferor.

(5) all Transferor's assignable licenses, franchises, approvals, certificates, permits or authorizations or any federal, state, local or other governmental or regulatory body;

(6) all assignable distributorship agreements, sales agency agreements, royalty agreements, sales orders and purchase or supply commitments or agreements which Transferee has agreed to assume.

(7) all other assets, properties and rights of every kind and nature whatsoever owned or held by Transferor, except as reserved in the Agreement.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Delaware corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, THE G. E. MURRAY DISTRIBUTING COMPANY and FILSINGER DISTRIBUTING, INC., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its President or Vice President and attested by the Secretary or an Assistant Secretary, as of this 9th day of February, 1982.

Attest:

THE G. E. MURRAY DISTRIBUTING COMPANY

Richard E. Gregory

BY: Thelma R. Yeakle
Thelma R. Yeakle, President

Attest:

FILSINGER DISTRIBUTING, INC.

[Handwritten Signature]

BY: David D. Ruthenberg
David D. Ruthenberg, President

THE UNDERSIGNED, President of THE G. E. MURRAY DISTRIBUTING COMPANY, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Thelma R. Yeakle
Thelma R. Yeakle

THE UNDERSIGNED, President of FILSINGER DISTRIBUTING, INC., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

David D. Ruthenberg
David D. Ruthenberg

ARTICLES OF SALE AND TRANSFER

BETWEEN

THE G E MURRAY DISTRIBUTING COMPANY (MD. CORP.) Transferor

AND

FILSINGER DISTRIBUTING, INC. (Del. Corp.) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland February 9, 1982 at 4:30 o'clock P M. as in conformity with law and ordered recorded.

6

Recorded in Liber 2533, folio 1122 of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

JUN 10 1 29 PM '82 A 122371

LIBER FOLIO 8200404 LAND CLERK

ARTICLES OF INCORPORATION
OF
MOHR ENTERPRISES, INC.

THIS IS TO CERTIFY:

FIRST: I, Richard P. Mohr, whose post office address is 963 Noland Drive, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Mohr Enterprises, Inc.

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

- (1) To engage in the operation of one or more restaurants.
- (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 1565-67 North Potomac Avenue, Hagerstown, Washington County, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is: Richard P. Mohr, 963 Noland Drive, Hagerstown, Washington County, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One (\$1.00) Dollar a share, all of one class, and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be four (4), which numbers may be increased or decreased pursuant

to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Richard P. Mohr, Mary Mohr, Tony C. Mohr and Fen Chung Chen.

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.

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

KAYLOR, WANTZ
& DOUGLAS
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

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 Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8TH day of February, 1982, and I acknowledge the same to be my act.

 (SEAL)
Richard P. Mohr

ARTICLES OF INCORPORATION

OF

MOHR ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 9, 1982 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2533, folio 00861, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 10 1 29 PM '82 A 122455
8200375

LIBER _____ FOLIO _____

LAND _____

ARTICLES OF INCORPORATION

OF

HAGERSTOWN FISHING AND BOATING CENTER, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Lawrence Martin,, whose post office address is 1044 Fairview Road, Hagerstown, Maryland 21740 Harryette Martin, whose post office address is 1044 Fairview Road, Hagerstown, Maryland 21740, and George E. Snyder, Jr., whose post office address is 81 W. Washington Street, Hagerstown, Maryland 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators 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 Hagerstown Fishing and Boating Center, Inc.

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

The purpose is for the retail sales of boats and accessories and the retail sales of boating motors.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable land non-negotiable instruments.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 416 Salem Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Lawrence Martin, 1044 Fairview Road, Hagerstown, MD 21740. Said resident agent is a citizen actually residing in this State.

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

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; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Lawrence Martin, Harryette Martin and George E. Snyder, Jr.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 23rd day of January, 1982.

WITNESS:

Linda M. Rohrer

Lawrence Martin

Lawrence Martin

Linda M. Rohrer

Harryette Martin

Harryette Martin

Linda M. Rohrer

George E. Snyder, Jr.

George E. Snyder, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 23rd day of January, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Lawrence Martin, Harryette Martin and George E. Snyder, Jr., and severally acknowledged the execution of the foregoing Articles of Incorporation to be their voluntary act.

WITNESS my hand and Notarial Seal.

My Commission Expires:

July 1, 1982

Linda M. Rohrer

Notary Public

ARTICLES OF INCORPORATION

OF

HAGERSTOWN FISHING AND BOATING CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 8, 1982 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2532, folio 02914 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 10 1 29 PM '82

A 122257
8200307

LIBER _____ FOLIO _____

LAND _____
VINCENT J. BAKER, CLERK

LAW OFFICES of ROBERT E. KUCZYNSKI, P.A.

ARTICLES OF INCORPORATION

FIRST: I, Robert E. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland, 21740, 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, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

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

LAW OFFICES of ROBERT E. KUCZYNSKI, P.A.

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

(1) To engage in the general practice of law in the State of Maryland; 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 Maryland Annotated Code, and as limited by the Professional Service Corporations, Subtitle of said Corporations and Associations Article, as amended from time to time.

(3) To do and perform such acts and carry on such business as may be permitted by the Professional Service Corporation Act of the State of Maryland, in accordance with and subject to the provisions and limitations thereof, as amended from time to time.

FOURTH: The principal office of the Corporation in this State is: The Kuczynski Building, 55 North Jonathan Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is: Robert Edward Kuczynski, Box X315, Garis Shop Road, Hagerstown, Maryland, 21740. 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 TEN THOUSAND (10,000) shares of Common Stock, of the par value of TEN (\$10.00) DOLLARS per share, all of one class, and having an aggregate par value of ONE HUNDRED THOUSAND (\$100,000.00) DOLLARS.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting, or until their successors are duly chosen and qualified are:

Robert E. Kuczynski
Betty A. Kuczynski

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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

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

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, 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;

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

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

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or 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 EIGHTH 3.

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.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 2nd day of February, 1982, and I acknow-
ledge same to be my act.

Robert E. Kuczynski
Robert E. Kuczynski

ARTICLES OF INCORPORATION

OF

LAW OFFICES OF ROBERT E. KUCZYNSKI, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 4, 1982 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2532, folio 61797, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ 5.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

JUN 10 1 29 PM '82

LIBER _____ FOLIO _____

LAND _____ VAUGHN J. BAKER, CLERK

A 122142

8200287

ARTICLES OF INCORPORATION
OF
RANGER EQUIPMENT CORP.

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Charles R. Moran, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, submit these Articles with the intention of forming a corporation by the execution and filing thereof.

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

RANGER EQUIPMENT CORP.

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

(a) To engage in the business of building and construction, and leasing of building and construction vehicles and equipment, and, in connection therewith, to acquire, lease, hold and dispose of vehicles, equipment, materials, goods and other real or personal property and to enter into any and all agreements necessary, desirable or appropriate to the aforementioned business and to engage in any other activity which may be associated with the aforementioned business, or any aspect thereof, without limitation, both within and without this State.

(b) To purchase, lease, or otherwise acquire, hold, sell, assign, transfer, mortgage or otherwise dispose of interests in real property.

(c) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchise 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 the aforesaid business or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume, and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchise or assets by the issuance in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(d) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class for any purpose whatsoever; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association; and while the owner or holder of any such shares of stock, bonds, or other obligations, to

possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock, so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(e) In general to promote and carry on any other business for which corporations may be organized under the General Laws of the State of Maryland and to engage in and perform any act or activity which may lawfully be performed by a business corporation under the laws of the State of Maryland.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause or this or any other Article of the Charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 2424 Paradise Church Road, Hagerstown, Maryland 21740. The name and post office address of the resident

agent of the Corporation in Maryland is Dominick J. Perini, 2424 Paradise Church Road, Hagerstown, Maryland 21740, said resident agent being a citizen of the State of Maryland and actually residing therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) per share, all of one class designated as Common Stock, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: The number of Directors of the Corporation shall be established pursuant to the By-Laws of the Corporation but shall never be less than the number required by the General Laws of the State of Maryland. The names of the directors who shall act until the first annual meeting of stockholders or until their successors are duly chosen and qualify are: Dominick J. Perini and R. Kathleen Perini.

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

(1) The Board of Directors shall have the power from time to time and in its sole discretion to determine, in accordance with sound accounting practice, what constitutes annual or other net profits, earnings, surplus or net assets in excess of capital, to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to

distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefore, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and to what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-laws, and, except as so provided, no stockholder shall have the right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

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

(3) The Corporation shall indemnify its directors and officers to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; and, upon authorization by the Board of Directors, may indemnify other employees or agents to the same extent.

(4) The Board of Directors of the Corporation shall

have the power to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such consideration as said Board of Directors may deem advisable irrespective of the value or amount of such consideration.

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

(6) No holders of stock of the Corporation of whatever class shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine may be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and acknowledges the same to be his act, and further acknowledges, under the penalties of perjury, that, to the best of his knowledge, information and belief, the matters and facts contained herein are true in all material respects on this 4th day of February, 1982.

WITNESS:

Jean M. Concession

Charles R. Moran
Charles R. Moran

ARTICLES OF INCORPORATION
OF
RANGER EQUIPMENT CORP.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 4, 1982 at 4:10 o'clock P M. as in conformity
with law and ordered recorded.

8

Recorded in Liber 2532, folio 2682, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$ 6.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 122219

JUN 10 1 29 PM '82 8200228

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record: June 10, 1982 at 1:29 p.m.
Corporation Liber No. 31

10-22-A-1 749 1982-196-00

ARTICLES OF INCORPORATION
OF
DYNAMIC VENTURE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, O. John Benisek, whose address is Route 1, Box 87D, Keedysville, Maryland, 21756; Paula L. Benisek, whose address is Route 1, Box 87D, Keedysville, Maryland, 21756 and Frank Benisek, whose address is Box 74, Belcamp, Maryland, 21017, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is DYNAMIC VENTURE, INC.

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

(a) To buy, acquire, lease, option or contract for real estate, to develop, subdivide and/or construct improvements thereon, and to sell, lease, option, contract or otherwise sell, convey or dispose of said real estate.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer or in any manner encumber or dispose of foods, wares, merchandise, implements and other personal property or equipment of every kind.

(c) To purchase, or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of any shares of stock of, or voting trust

certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

(d) 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 purpose.

(e) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through

others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(f) 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.

(g) 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 or districts of the United States of America.

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 to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation is Route 1, Box 87D, Keedysville, Maryland, 21756. The resident agent of the Corporation is Paula L. Benisek, whose post office address is Route 1, Box 87D, Keedysville, Maryland, 21756. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 shares of the par value of \$100.00 each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is \$100,000.00.

SIXTH: The Corporation shall have three Directors:
O. John Benisek, Route 1, Box 87D, Keedysville, Md. 21756
Paula L. Benisek, Route 1, Box 87D, Keedysville, Md. 21756
Frank Benisek, Box 74, Belcamp, Md. 21017

These three persons shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock, 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 considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any

of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may not be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may not vote thereat to authorize any such contract or transaction. Ratification of an interested director transaction shall be by a majority of disinterested directors.

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

deem expedient.

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

(e) Notwithstanding any 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 and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26th day of January , 1982.

WITNESS:

O. John Benisek (SEAL)
O. John Benisek

Paula L. Benisek (SEAL)
Paula L. Benisek

Gloria S. Wothers

Frank Benisek (SEAL)
Frank Benisek

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 26th day of January , 1982 before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared O. John Benisek, Paula L. Benisek and Frank Benisek and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Gloria S. Wothers
Notary Public

My commission expires:
7/1/82

ARTICLES OF INCORPORATION
OF
DYNAMIC VENTURE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 4, 1982 at 8 12:30^oclock P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2532 folio 61884 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$ 6.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 122156

JUN 10 1 29 PM '82

8200217

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Articles of Incorporation of

Stage Struck Lighting, Inc.

WE, THE UNDERSIGNED, natural persons of legal age, acting as incorporators of a corporation under the General laws of the State of Maryland, adopt the following articles of incorporation for such corporation:

- FIRST: The name of the corporation is Stage Struck Lighting, Inc.
- SECOND: The period of its duration is Perpetual
- THIRD: The purpose(s) for which the corporation is organized are: to operate a retail theatrical supplies shop, rent theatrical equipment, and transact any other lawful business activity for which this corporation may be incorporated.
- FOURTH: The aggregate number of shares which the corporation shall have authority to issue is two thousand (2,000) shares of par value of \$10.00 per share, common stock, one class no series, for a total authorized capital of \$20,000.00
- FIFTH: The corporation will not commence business until at least one thousand dollars have been received by it as consideration for the issuance of shares.
- SIXTH: Cumulative voting of shares of stock is not authorized.
- SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are: None
- EIGHTH: Provisions for the regulation of the internal affairs of the corporation are: governed by the bylaws which shall be adopted by the majority of the directors.
- NINTH: The address of the initial registered office of the corporation is: 23 W. Antietam St. Hagerstown, MD 21740
and the name of its initial registered agent at such address is Nathan Kahn
- TENTH: Address of the principal place of business is 23 W. Antietam St. Hagerstown, MD 21740.
- ELEVENTH: The number of directors constituting the initial board of directors of the corporation is three and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
<u>Nathan Kahn</u>	<u>169 S. Main St., Apt. 5, Chambersburg, PA 17201</u>
<u>Michael L. Seibert Sr.</u>	<u>Rt. 6, Box 24, Hagerstown, MD 21740</u>
<u>Patricia A. Kahn</u>	<u>803 Highland Dr. Chambersburg, PA 17201</u>

The name and address of each incorporator is:

Name	Address
Nathan Kahn	169 S. Main St. Apt. 5, Chambersburg, PA 17201
Michael L. Seibert, Sr.	Rt. 6, Box 24, Hagerstown, MD 21740
Charles McVicker	542 Washington Ave., Hagerstown, MD 21740

In witness whereof, the incorporator(s) have hereunto set their hands this 22nd day of January, 19 82,
and acknowledge the same to be our act.

Nathan Kahn
Michael L. Seibert Sr.
Charles W. McVicker

ARTICLES OF INCORPORATION

OF

STAGE STRUCK LIGHTING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 3, 1982 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2532, folio 01452, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUN 10 1 29 PM '82 A 122103
8200178

LIBER _____
LAND
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

OF

FRANK A. LOVING, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, being at least eighteen 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 herein-after called the Corporation) is FRANK A. LOVING, INC.

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

To provide engineering consultant services in the area of explosives and explosions, accident investigations, industrial safety and O.S.H.A. compliance.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 1711 The Terrace, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Frank A. Loving, 1711 The Terrace, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one (1); and the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is Frank A. Loving.

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

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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on January 29, 1982.

WITNESS:

Patricia L. Witmer

Howard W. Gilbert, Jr. (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29th day of January, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public



My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

FRANK A. LOVING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 2, 1982 at 2:30 o'clock P M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2532, folio 1261, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD **A 122070**

JUN 10 1 29 PM '82 8200107

LIBER _____ FOLIO _____

ARTICLES OF INCORPORATIONOFDO-JO, INC.

10-82 A 1 746 *** 5.00

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, James J. Corsi, whose post office address is 343 Peacock Trail, Hagerstown, Maryland 21740, being an adult, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, seek to form a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is DO-JO, INC.

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

(a) To engage in any and all forms of the renting of cars, trucks or other vehicles, on any basis, both intrastate and interstate.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 733 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is James J. Corsi, 343 Peacock Trail, Hagerstown, Maryland 21740. Said Resident Agent is an individual residing in this State.

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

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

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

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

The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

James J. Corsi, 343 Peacock Trail, Hagerstown, Maryland 21740.

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

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

(b) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions, and qualifi-

cations of, the dividends on, the times and prices of redemption of, and the conversation 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.

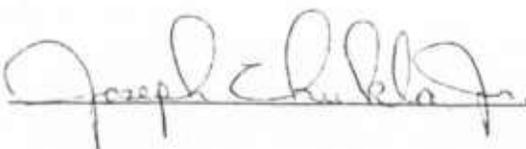
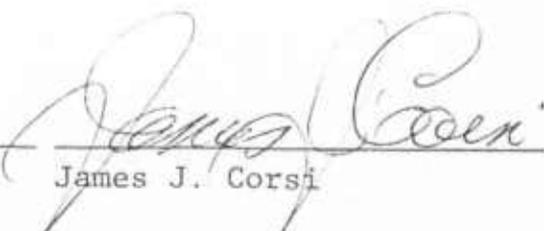
NINTH: (a) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "indemnification Section") as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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 (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 26th day of Jan. , 1982, and I acknowledge the same to be my act.

WITNESS:



James J. Corsi

ARTICLES OF INCORPORATION

OF

DO-JO, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland February 1, 1982 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2531, folio 2848 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 120836
8200014

JUN 10 1 30 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION
OF
COUNTRY RENTALS LTD.

THIS IS TO CERTIFY:

FIRST: I, Sydney L. Machat, whose post office address is P. O. Box 247, Keedysville, Washington County, Maryland 21756, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

- (1) To engage in the business of rental property management.
- (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 P. O. Box 245, Boonsboro, Washington County, Maryland 21713. The name and post office address of the resident agent of the Corporation in Maryland is: Sydney L. Machat, P. O. Box 245, Boonsboro, Washington County, Maryland 21713. Said resident agent is a citizen of Maryland and actually resides therein.

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

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

to the By-Laws of the Corporation, but shall never be less than three, provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Sydney L. Machat and Rupert Cuneen.

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.

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 Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28 day of January, 1982, and I acknowledge the same to be my act.


Sydney L. Machat

ARTICLES OF INCORPORATION
OF
COUNTRY RENTALS LTD.

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 1, 1982 at 9:30 o'clock A M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2531 , folio 2852, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 120837
8200012

JUN 10 1 30 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record: June 10, 1982 at 1:30 p.m.
Corporation Liber No. 31

PIZZA HUT OF HANCOCK, INC.

(A Close Corporation Under Title 4 of the Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Jimmie W. Hinkle, whose post office address is 1023 Maryland Avenue, Hagerstown, Maryland 21740; Robert B. Stone, whose post office address is 111 West Washington Street, Hagerstown, Maryland 21740; and Joann McLucas, whose post office address is 205 Rockwillow Avenue, Hagerstown, Maryland 21740, all being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is Pizza Hut of Hancock, Inc.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

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

a) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, cafes, cafeterias, grills, automats, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire,

cook, bake, and otherwise prepare, can, bottle and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

b) To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

c) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 1023 Maryland Avenue, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent of the Corporation is Jimmie W. Hinkle, 1023 Maryland Avenue, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

7. Election to have no Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose

name is Jimmie W. Hinkle.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) President and Treasurer - Jimmie W. Hinkle
- (2) Secretary - O. Gene Bicknell

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand (\$100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28th day of *January*, A.D., 1982.

Jimmie W. Hinkle

Jimmie W. Hinkle (SEAL)

Robert B. Stone

Robert B. Stone (SEAL)

Joann McLucas

Joann McLucas (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 28th day of *January* A.D., 1982, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Jimmie W. Hinkle, Robert B. Stone and Joann McLucas, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Mary C. Waldron

Notary Public

My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION
OF
PIZZA HUT OF HANCOCK, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland January 29, 1982 at 8:30 o'clock A M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2531, folio 63243 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 120878
8104948

JUN 10 1 30 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

702

ARTICLES OF INCORPORATION

GRANDMAS COFFEE SHOP, INC.

FIRST: I, Evan L. Jones, whose post office address is Route 1, Box 58, Cascade, Maryland 21719 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Grandmas Coffee Shop, Inc.

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

(1) To engage in the business of operating a restaurant and coffee shop; 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 the principal office of the Corporation in this State is Route 1, Box 58, Cascade, Maryland 21719. The name and post office address of the Resident Agent of the Corporation in this State is Evan L. Jones, Route 1, Box 58, Cascade, Maryland 21719. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of a par value of One (\$1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be four (4), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than four (4).

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Evan L. Jones, James M. Resh, Sr., James M. Resh, Jr., and Betty Jones.

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.

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 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 are 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 27th day of January, 1982, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Stetler

Evan L. Jones
Evan L. Jones

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 27th day of January 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Evan L. Jones and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Eunice C. Stetler
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION

OF

GRANDMAS COFFEE SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland January 29, 1982 at 8:30 o'clock A M. as in conformity with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2531, folio 3205 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 120871
8104932

JUN 10 1 30 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J BAKER, CLERK

Received for Record July 8th, 1982 at 1:45 o'clock P.M.
Liber 31

DAVIS FUNERAL HOME, P.A.

ARTICLES OF INCORPORATION

FIRST, We, Dennis Lee Davis and Rosalie Davis,, whose post office address is Route #3, Box 78, Smithsburg, Maryland 21713, being at least eighteen (18) years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code as amended.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Davis Funeral Home, P.A..

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

(1) For the cremation and burial of human bodies and all related activities necessary for the proper handling of deceased bodies.

(2) To invest funds in real estate, mortgages, stocks, bonds, or any other type of investment, and may own real or personal property necessary for the performance of a professional service.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route #3, Box 78, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Dennis Davis, Route #3, Box 78, Smithsburg, MD 21783. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of directors of the Corporations shall be two (2) which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than two (2). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Dennis Lee Davis and Rosalie Davis.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, otherwise acquire any shares of stock of the Corporation of any class nor or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

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

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the time and price of redemption of, and the conversation 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 Corporations, 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. With respect to:

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

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

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

(d) the issuance of shares of stock or 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;

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

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

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation such action shall be effective and valid only if take or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provisions of law requiring any action to be take or authorized other than as provided in this Article EIGHTH 3.

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 Corporations 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 corporation representative other than a present or former director or officer, the Corporations 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 corporation 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 an 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 24 day of February, 1982, and we acknowledge the same to be our act.

Dennis Lee Davis

Dennis Lee Davis

Rosalie Davis

Rosalie Davis

ARTICLES OF INCORPORATION
OF
DAVIS FUNERAL HOME, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 1, 1982 at 9:00 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber **2534**, folio **62436** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 123159
8201166

Jul 8 1 45 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

712
 Received for Record July 8th, 1982
 at 1:45 o'clock P.M. Liber 31

III -8-828# 13786 *****5.00

ROMAN & STROCK, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

Roman & Strock, Inc., a Maryland corporation, having its principal office in Hagerstown, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office is 40 East Avenue, Hagerstown, Maryland 21740.

THIRD: The name and address of the Resident Agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one (1) year after dissolution and thereafter until the affairs of the Corporation are wound up, is: Helen F. Strock, 40 East Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

Helen F. Strock, 40 East Avenue, Hagerstown, Maryland 21740
 Christine H. Strock, 40 East Avenue, Hagerstown, Maryland 21740
 Andrew R. Strock, 2426 Paradise Drive, Hagerstown, Maryland 21740

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

<u>Name</u>	<u>Title</u>	<u>Address</u>
Helen F. Strock	President & Treasurer	40 East Avenue Hagerstown, Maryland
Christine H. Strock	Vice-President	40 East Avenue Hagerstown, Maryland
Andrew R. Strock	Secretary	2426 Paradise Drive Hagerstown, Maryland

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

and further in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by all Stockholders of the Corporation, duly approved by the Stockholders of the Corporation by the affirmative vote of all the votes entitled to be cast on the matter.

SEVENTH: The Corporation has no known creditors

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

IN WITNESS WHEREOF, Roman & Strock, Inc. has caused these presents to be signed in its name, and on its behalf, by its President, and its corporate seal to be hereto affixed, attested to by its Secretary on this 28th day of December, 1981.

ATTEST TO SIGNATURE
AND CORPORATE SEAL:

ROMAN & STROCK, INC.

Andrew R. Strock
Secretary

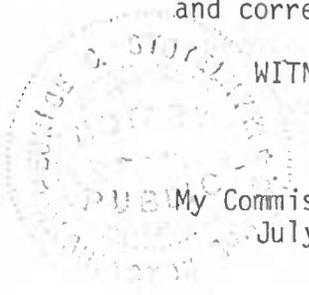
BY: Helen F. Strock
Helen F. Strock,
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 28th day of December, 1981, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Helen F. Strock, President of Roman & Strock, Inc., a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Dissolution to be the corporate act of said corporation; and at the same time also personally appeared Andrew R. Strock, and made oath in due form of law that he was Secretary of the joint meeting of the Directors and Stockholders of said Corporation at which the dissolution of the Corporation therein set forth was authorized, and that the matters and facts set forth in said Articles of Dissolution are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Eunice C. Stetelmayer
Notary Public



My Commission Expires:
July 1, 1982

714

Harry C. Snook
TREASURER FOR WASHINGTON COUNTY

Court House
Hagerstown, Maryland 21740

March 9, 1982

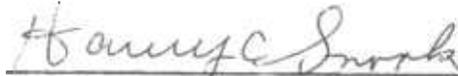
RE: Roman & Strock

This is to certify - That the books and records of the County Treasurer for Washington County show ~~that~~ all taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Roman & Strock

have been paid to and including the fiscal year July 1, 1981 to June 30, 1982.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 9th day of March A.D., 1982.



SEAL

Harry C. Snook
Treasurer for Washington County, Md.



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

March 10, 1982

Miller, Miller & Oliver
P. O. Box 1263
Hagerstown, Maryland 21740

To Whom It May Concern:

I, Florence M. Murdock, Tax Collector and Treasurer for the City of Hagerstown, Maryland, do hereby certify that the records of this office do not show any unpaid municipal taxes, interest or penalties owing by ROMAN & STROCK, INC. up to and including the fiscal year 1981-82.



Florence M. Murdock
Tax Collector and Treasurer

716



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
 STATE TREASURY BUILDING
 P. O. BOX 466 PHONE 269-3819
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
 COMPTROLLER
 J. BASIL WISNER
 CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, C.P.A.
 DIVISION CHIEF

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

ROMAN & STROCK, INC.

have been paid.

WITNESS my hand and official seal this
 Eighteenth day of February A.D. 1982.

James M. Ruckey
 Deputy Comptroller

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
 hereby gives notice that ARTICLES OF DISSOLUTION
 of the ROMAN & STROCK, INC.
 were received for record on March 12, 1982
 in accordance with the provisions of Sec. 3-107 of the
 Corporations and Associations Article of the Code.

Gene L. Buner
 Director

ARTICLES OF DISSOLUTION
OF
ROMAN & STROCK, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 12, 1982 at 10:10 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2536, folio 60190, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 123779

8201741

JUL 8 1 45 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record July 8th, 1982 at 1:45 o'clock P.M.
Liber 31

THE HAGERSTOWN LUMBER COMPANY

78 - 0-82 B 13785 ****5.00

ARTICLES OF AMENDMENT

The Hagerstown Lumber Company, a Maryland corporation, having its principal office at 700 Frederick Street, Hagerstown, Maryland 21740, hereinafter referred to as the "Corporation", hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended to remove in its entirety Section SECOND of the original Charter and substituting in lieu thereof the name "The HL Company".

In all other respects the Charter remains the same.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advise the foregoing Articles of Amendment and by written action of the Stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approve said Articles of Amendment.

IN WITNESS WHEREOF, The Hagerstown Lumber Company has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 1st day of February, 1982 and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation and under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

WITNESS AND ATTEST
TO CORPORATE SEAL:

Howard H. Carr
Secretary

THE HAGERSTOWN LUMBER COMPANY

Edward L. Carr
BY: President

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 1st day of February, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward L. Carr, President of The Hagerstown Lumber Company, and he acknowledged that the foregoing Articles of Amendment are the corporate act and deed of said The Hagerstown Lumber Company, and further made oath that the matters and facts set forth in the foregoing Articles of Amendment are true and correct to the best of his knowledge, information and belief.

WITNESS my hand and Notarial Seal.

Emmie C. Stetson
Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF AMENDMENT
OF
THE HAGERSTOWN LUMBER COMPANY
Changing its name to
THE HL COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland February 26, 1982 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber **2534**, folio **01196** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUL 8 1 45 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 122976
8201124

By
19

ARTICLES OF INCORPORATION
OF
McKENNA AND SON, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That I, Francis P. McKenna, whose post office address is Box 153, Warren Avenue, Highfield, Maryland 21753, being over twenty-one (21) years of age, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the corporation (which is herinafter called the "Corporation") is: McKENNA AND SON, INCORPORATED.

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

- (a) For the purpose of engaging in the business of a retail liquor store and the sale of alcoholic beverages to the public in general.
- (b) For the sale and dispensing of groceries, soft drinks, and miscellaneous sundry items and goods and related articles of merchandise.
- (c) 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.
- (d) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.

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

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

(g) 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.

(h) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock, of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of

the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(i) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, 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.

(j) 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.

(k) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to

carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

(1) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and 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 purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation is Box 90-A Route 5, Leitersburg Pike, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is: Francis P. McKenna, Box 153, Warren Avenue, Highfield, Maryland 21753. The said Resident Agent is an individual over the age of twenty-one (21) years actually residing in the State of Maryland.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000.00) shares of the par value of One

Hundred (\$100.00) Dollars per share, all of one class, and having an aggregate par value value of One Hundred Thousand (\$100,000.00) Dollars.

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); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify, are: Francis P. McKenna, Harold Henry King, and John A. Zuback.

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

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

(b) The Board of Directors shall have the power to mortgage the property of the Corporation from time to time without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation.

(c) No contract or other transaction between this Corporation and any corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; and any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed

or shall have been known to the Board of Directors or the majority thereof; and any director of this Corporation who is also a director or officer of such other Corporation may be taken into consideration in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which authorizes 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.

(d) The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of the working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or 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 stock of the Corporation, or any of its bonds, or other evidence of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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

(f) The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation to the General

Powers conferred by law upon the directors of a corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation

this 1st day of March, 1982.

WITNESS:

Francis P. McKenna
Francis P. McKenna

Emma Lou Davis

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 1st day of March, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Francis P. McKenna and acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS ny hand and seal Notarial.



Emma Lou Davis
Notary Public

ARTICLES OF INCORPORATION
OF
McKENNA AND SON, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 1, 1982 at 11:35 o'clock A. M. as in conformity
with law and ordered recorded.

8

Recorded in Liber 2534, folio 62385 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$ _____

6.00

To the clerk of the _____ Circuit Court of _____ Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 123151
8201158

JUL 8 1 45 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record JULY 8th, 1962 at 1:45 o'clock P.M.
Liber 31

~~8316~~

729

GIOVANNI'S NEW YORK PIZZA, INC.

ARTICLES OF INCORPORATION

FIRST: I, Jack E. Blomquist, whose post office address is 3 North Court Street, Frederick, Maryland, 21701, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

GIOVANNI'S NEW YORK PIZZA, INC.

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

(1) to engage in the management and operation of a pizza/Italian Food Restaurant business which shall serve some alcoholic beverages, and to engage in any other lawful purpose and/or business, and,

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

FOURTH: The post office address of the principal office of the Corporation in this State is 66 West Main Street, Hancock, Maryland, 21750. The name of the Resident Agent of the Corporation in this State is Salvatore Ferraiolo, 66 West Main Street, Hancock, Maryland, 21750. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5,000 shares of common stock, with \$1.00 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 more than the number of stockholders of the Corporation. The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Jack Edward Blomquist
Salvatore Ferraiolo
Buffolino Biagio

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.

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 Chapter of the Corporation or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors 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 warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

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

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

(4) Any indemnification under paragraphs 1 or 2 of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

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

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of March, 19 82, and I acknowledge the same to be my act.

WITNESS:

Creed L. Kent

Jack E. Blomquist

ARTICLES OF INCORPORATION
OF
GIOVANNI'S NEW YORK PIZZA, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 3, 1982 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2534, folio 3159, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 123280
8201313

JUL 8 1 45 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. HAKER, CLERK

ARTICLES OF INCORPORATION

OF

PENMARVA MEDICAL LABORATORY, JOHN SESTA, M.D., P.A.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Russell R. Marks, whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby declare myself as incorporator with the intention of forming a close 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 Penmarva Medical Laboratory, John Sesta, M.D., P.A., a close corporation under Title 4, and a professional corporation under Title 5, both of the Corporations and Associations Article of the Maryland Code.

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

Primarily to engage in the business of the testing and analysis of various types of specimens for the medical and allied professions.

To engage in the practice of medicine.

To purchase and convey all forms of property, both real and personal, and to encumber and deal in the same.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

Generally to carry on any of the businesses hereinbefore enumerated for itself, or for the account of others, or through others for its own account, and to carry on any other business as may now or hereafter be permitted by Title 5 of the Corporations and Associations Article of the Maryland Code which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made 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, except as they may be limited or restricted by law.

FOURTH: The post office address of the principal office in this State is 127 King Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Russell R. Marks, 35 East Washington Street, Hagerstown, Maryland 21740, said resident agent being a citizen actually residing in the State.

FIFTH: The total number of shares of stock which the Corporation has the authority to issue is One Hundred shares, all of the same class of common stock, all shares being no par.

SIXTH: The Corporation shall have one (1) director, it being anticipated that the Corporation will elect to have no Board of Directors. The name of the Director who shall act until the first meeting or until his successor is chosen and qualified is John J. Sesta, Sr., M.D., 127 King Street, Hagerstown, Maryland 21740.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: This Corporation shall be a close corporation organized pursuant to the provisions of Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on March 26th, 1982.

WITNESS:

James G. Georg

Russell R. Marks
Russell R. Marks

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 2nd day of March, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks who did acknowledge the foregoing Articles of Incorporation to be his voluntary act.

WITNESS my hand and Official Notarial Seal.

James G. Georg
Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF INCORPORATION

OF

PENMARVA MEDICAL LABORATORY, JOHN SESTA, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 4, 1982 at 3:30 o'clock P. M. as in conformity with law and ordered recorded.

3

Recorded in Liber 2534, folio 02974, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



OF MARYLAND
WASHINGTON COUNTY
RECORDED FOR RECORD

A 123244
8201352

8 1 45 PM '82
LIBER _____ FOLIO _____

LAND _____

ARTICLES OF INCORPORATION

OF

M. A. HAHN AND SONS, INC.

THIS IS TO CERTIFY:

FIRST: That I, MARVIN A. HAHN, whose post office address is Route 1, Box 249, Old Route 67, Keedysville, Maryland 21756, being over eighteen years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles of Incorporation.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is: M. A. HAHN AND SONS, INC.

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

(a) To own, lease, operate and manage service and sales centers for automotive vehicles and equipment of all kinds; to buy, sell, rent, service, assemble, manufacture, repair, prepare and care for automotive vehicles and equipment of all kinds, their fuels, lubricants, parts, appurtenances, accessories, supplies, tools, equipment and all other related property of every kind and description; to sell, deal in, lease, and make loans secured by automotive vehicles and equipment of all kinds, their parts, appurtenances, accessories, supplies, tools, equipment and all other related property of every kind and description, and to deal in securities of and for the same; to own, lease, operate and manage real estate and parking lots for the aforesaid purposes; and to do any and all things necessary or incident to the business of the Corporation, and to exercise and possess the powers herein set forth as fully as natural persons, whether as principal, agent, trustee, or otherwise.

(b) To draw, make, accept, indorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures, and other negotiable and non-negotiable instruments.

(c) To carry on any of the businesses aforesaid for itself, or for

the account of others, or through others, for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made 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.

FOURTH: That the post office address of the principal office of the Corporation in this State is Route 1, Box 249, Old Route 67, Keedysville, Maryland 21756. The name and post office address of the resident agent of the Corporation is JANET D. HAHN, Route 1, Box 249, Old Route 67, Keedysville, Maryland 21756. Said resident agent is a citizen of the State of Maryland actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Marvin A. Hahn, David S. Hahn, John E. Hahn, and Jack H. Hahn. The initial by-laws of the Corporation shall be adopted by the initial directors; thereafter, the power to adopt, alter, and repeal the by-laws shall be vested in the Board of Directors of the Corporation.

SEVENTH: The Corporation shall, to the fullest extent permitted by the general Corporation Law of the State of Maryland, as amended or supplemented, indemnify any and all persons whom it shall have the power to indemnify under said Law from and against any and all of the expenses, liabilities, or other matters referred to or covered by said Law, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a corporate representative who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such corporate representative.

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: 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of February, 1982.

WITNESS:

Emma Lou Davis Marvin A. Hahn (SEAL)
 Emma Lou Davis Marvin A. Hahn

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that on this 27th day of February, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Marvin A. Hahn and acknowledged the foregoing Articles of Incorporation to be his act and deed.



my hand and seal Notarial.

Emma Lou Davis
 Notary Public
 My commission expires July 1, 1982

ARTICLES OF INCORPORATION
OF
M. A. HAHN AND SONS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 5, 1982 at 3:45 o'clock P.M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2534, folio 02794 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUL 8 1 45 PM '82
LIBER _____ FOLIO _____
LAND _____

A 123212
8201385

NEWLIN PLUMBING, INC.

ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Newlin Plumbing, Inc.

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

(1) To engage in the business of providing retail plumbing services and retail sale of related plumbing equipment, material and supplies; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §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 506 Salem Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Denver Newton Newlin, Jr., 506 Salem Avenue, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000.00) shares of common stock, without par value.

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

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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:

Denver Newton Newlin, Jr.

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.

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 §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director of 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.

3rd IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of March, 1982, and I acknowledge the same to be my voluntary act and deed.

Louise Schlossberg
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION
OF
NEWLIN PLUMBING, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 5, 1982 at 12:00 o'clock Noon M. as in conformity
with law and ordered recorded.

3

Recorded in Liber **2534**, folio **03283** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. H.



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 123299
8201395

JUL 8 1 45 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received for Record July 8th, 1982 at 1:45 o'clock P.M.
Liber 31

RiVal BALLOON PROMOTIONS, INC.
ARTICLES OF INCORPORATION

13778 *****5.00

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is RiVal Balloon Promotions, Inc.

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

(1) To engage in the business of offering promotional advertising and other promotional services involving the use of hot air balloons, and providing related services; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §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 Route 1, Box 106, Trotter Drive Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Stanley D. Valentine, Route 1, Box 106, Trotter Drive, Hagerstown, Maryland 21740. 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 (\$5,000.00) 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, but shall never be less than one (1), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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:

David R. Rider
Stanley D. Valentine

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.

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 §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than a present or former Director or Officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director of 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.

3rd IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of March, 1982, and I acknowledge the same to be my voluntary act and deed.

Joni Diane Schlossberg
Witness

Roger Schlossberg (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
RIVAL BALLOON PROMOTIONS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 5, 1982 at 12:00 o'clock Noon M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2534 folio 83279, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECORDED FOR RECORD

A 123298
8201396

Mar 8 1 45 PM '82
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

D. G. F. CORPORATION

ARTICLES OF INCORPORATION

Handwritten initials

FIRST: I, Donna G. Footen, whose post office address is Route 2, Box 334, Williamsport, Maryland 21795, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

D. G. F. CORPORATION

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

1. To own and carry on the business of employment service.
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 119 East Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Donna G. Footen, whose post office address is Route 2, Box 334, Williamsport, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority is ten thousand (10,000) shares of common stock, without par value.

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

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one; and
 2. If there is stock outstanding and so long as there are
- Handwritten notes:* 225 ✓ S-1111 2061

less than three (3) Stockholders, the number of Directors may be less than three, but not less than the number of Stockholders.

The name of the Director who shall act until the first annual meeting or until her successor is duly chosen and qualified is: Donna G. Footen.

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 (1) 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.

EIGHT: 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 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 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 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 25th day of February, 1982, and I acknowledge the same to my act.

WITNESS:

Michael G. Day

Donna G. Footen (SEAL)
Donna G. Footen

ARTICLES OF INCORPORATION
OF
D. G. F. CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 5, 1982 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2534, folio 03041 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 40.00 Special Fee paid \$ _____

10.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 123260
8201422

JUL 8 1 45 PM '82

LIBER _____ FOLIO _____

LAND _____

EXECUTONE OF WESTERN MARYLAND, INC.

ARTICLES OF AMMENDMENT

EXECUTONE OF WESTERN MARYLAND, INC., a Maryland Corporation, having its principal office at Post Office Box 2035, Hagerstown, Maryland 21740, (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article FIFTH and substituting in lieu thereof, the following:

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

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

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

The name of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

John H. Strite
Linda C. Strite
James H. Albright

SECOND: By written formal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-604 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written formal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, EXECUTONE OF WESTERN MARYLAND, INC., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 24th day of February, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of EXECUTONE OF WESTERN MARYLAND, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowlege, information and belief.

ATTEST:

EXECUTONE OF WESTERN MARYLAND, INC.

Linda C. Strite, Secy.
LINDA C. STRITE,
Secretary

John H. Strite, Jr.
JOHN H. STRITE, President

ARTICLES OF AMENDMENT
OF
EXECUTONE OF WESTERN MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 8, 1982 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

2

Recorded in Liber 2535, folio 01571, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D.W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 123535

8201484

JUL 8 1 45 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

754

Received for Record July 8th, 1982
at 1:45 o'clock P.M. Liber 31

ARTICLES OF INCORPORATION

OF

ROBERT T. BARNHART, INC.

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

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Russell T. Horman, whose post office address is 15 North Court Street, Frederick, Frederick County, Maryland 21701, being at least eighteen (18) years of age, do hereby form a Corporation under the Laws of the State of Maryland by the execution and filing of these Articles of Incorporation.

SECOND: The name of the Corporation is: Robert T. Barnhart, Inc.

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

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

(1) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.

(2) To generally engage in the business of remodeling, renovating, repairing, erecting, improving, razing, wrecking and/or constructing residential, commercial, including multifamily dwellings, or industrial buildings, structures and dwellings of all kinds, both private and public, for itself or for others, and to sell or rent the same.

(3) To apply for, obtain, purchase, or otherwise acquire, any licenses, permissions, and the like which might be used for any of the purposes of the Corporation; and to use, exercise, and develop said licenses, and to sell and otherwise deal with said licenses.

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

(5) To carry on any of the businesses herein 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 herein stated objects or business, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purposes, object or business, in any manner to limit or restrict generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation.

The Corporation is hereby authorized to engage in any other lawful activity for which Corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, and under any successor and/or replacement to said Law.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 915 Dewey Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Robert T. Barnhart, 915 Dewey Avenue, Hagerstown, Maryland 21740. Said resident agent is an adult citizen of Maryland and presently resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares, having no par value, all of one class, that being voting common stock. After the original issuance of stock, the stockholders of the Corporation shall have preemptive rights with respect to the sale by the Corporation of any additional shares of stock, whether treasury stock or authorized but unissued stock, regardless of the purpose for sale. This preemptive right may be waived in any particular instance of the issuance of shares of stock in the Corporation by a majority vote of the stockholders of the Corporation.

SEVENTH: The total number of directors of the Corporation may be fixed and thereafter increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the number of stockholders of the Corporation if there are less than three (3) stockholders, and the names of the Directors who shall act until the first annual meeting of the shareholders, or until their successors are duly chosen and qualified are: Robert T. Barnhart and Lana R. Barnhart.

EIGHTH: The duration of the Corporation shall be perpetual.

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

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

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

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

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

(4) Any indemnification under paragraph (1) or (2) of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article NINTH. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the

specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized by this section.

(6) Agents and employees of the Corporation who are not directors or officers, of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 9th day of March, 1982.

WITNESS:

Vafanie Good Russell T. Horman (SEAL)
Russell T. Horman

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 9th day of March, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Russell T. Horman, who acknowledged the foregoing Articles of Incorporation to be his act.

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

Mary W. Thomas
Notary Public



My commission expires: 7/1/82

ARTICLES OF INCORPORATION
OF
ROBERT T. BARNHART, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 10, 1982 at 9:12 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2535, folio 61180, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D.W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 123499
8201581

JUL 8 1 45 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

VALLEY SUPPLY & EQUIPMENT COMPANY, INC.

FIRST: I, RICHARD F. CADIGAN, whose post office address is 502 Baltimore Avenue, Towson, Maryland 21204, 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 (hereinafter called "Corporation") is

"VALLEY SUPPLY & EQUIPMENT COMPANY, INC."

THIRD: The purposes for which the Corporation is formed and the business or objectives to be carried on or promoted by it are as follows: To sell, lease, repair and otherwise deal in construction equipment and attendant supplies and parts, as well as all other types of equipment including, but not limited to, machinery designed and used for construction purposes, logging purposes, mining purposes and any and all other industrial and commercial uses that the state of the art now allows or which may in the future allow. The Corporation shall have the right to buy, sell, rent, lease, acquire, hold, own, use, improve, mortgage, change or otherwise dispose of real property, improved and unimproved, and to engage in such other lawful trades, businesses, professions or activities as the Board of Directors may from time to time determine. The Corporation shall have all the general powers granted by law to corporations in the State of Maryland by authority of Section 2-103 "Corporations and Associations" of the Annotated Code of the State of Maryland and any additions or amendments or changes provided to said Section 2-103, and all other powers necessary or appropriate to such purposes not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation is 108 E. Baltimore Street, Funkstown, Maryland 21734. The name and address of the Resident Agent is Richard F. Cadigan, 502 Baltimore Avenue, Towson, (Baltimore County), Maryland 21204; said Resident Agent is a citizen of and actually resides in the State of Maryland.

FIFTH: The total number of shares are 10,000 shares of no par value, voting common stock.

SIXTH: The number of directors of the Corporation shall be two (2) which number may be increased pursuant to the By-Laws of the Corporation but shall never be less than the number of stockholders as is more particularly set forth in Section 2-402 of the Annotated Code of the State of Maryland "Corporations and Associations"; otherwise, the Corporation shall have at least three (3) directors. The names of the Directors who shall act until the first annual meeting or until his successors are duly chosen and qualified are:

HOWARD J. KLEIN, JR.
DONNA NANCY KLEIN

SEVENTH: The Corporation shall be specifically empowered to indemnify any acts of the directors when such directors are acting on behalf of the Corporation, if so determined from time to time by the majority of vote of the stockholders, provided that the Corporation complies with all of the requirements of Section 2-418 of the Annotated Code of Maryland "Corporations and Associations" and any additions or amendments or changes provided to said Section of the Code.

IN WITNESS WHEREOF, I hereby acknowledge these Articles of Incorporation to be my act this 12 day of March, 1982.

WITNESS:

Andrienne Schultz

Richard F. Cadigan
RICHARD F. CADIGAN

ARTICLES OF INCORPORATION
OF
VALLEY SUPPLY & EQUIPMENT COMPANY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 15, 1982 at 11:10 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2535, folio 3267, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 123724

8201809

JUL 8 1 45 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN BAKER, CLERK

Received for Record July 8th, 1982
at 1:44 o'clock P.M Liber 31

12773 2222 45.00

COALITION AGAINST PRISON EXPANSION ASSOCIATED, INC.

(CAPE ASSOCIATED, INC.)

ARTICLES OF INCORPORATION

FIRST: I, Joe D. Martin, whose post office address is Route 3, Box 375-1A, Boonsboro, Maryland 21713, 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:

COALITION AGAINST PRISON EXPANSION ASSOCIATED, INC.

(CAPE ASSOCIATED, INC.)

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

(a) The Corporation is formed exclusively for the organization of a public effort to challenge, stall, and prevent any further expansion of penal institutions in Washington County, to raise funds to provide research, legal assistance and promotion of that public effort and, more specifically, to receive and administer funds for said purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under

which such property is received; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 3, Box 375-1A, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Joe D. Martin, Route 3, Box 375-1A, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

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). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Joe D. Martin, Richard Roulette, and Douglas Wright, Jr.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

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

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 members 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 7th day of February, 1982, and I acknowledge the same to be my act.

Joe D. Martin
 Joe D. Martin

ARTICLES OF INCORPORATION
OF
COALITION AGAINST PRISON EXPANSION ASSOCIATED, INC.
(CAPE ASSOCIATED, INC.)

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 16, 1982 at 10:09 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2536, folio 00057, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUL 8 1 44 PM '82

LIBER _____ FOLIO _____

LAND _____

A 123758

8201870

Received for Record July 8th, 1982
at 1:44 o'clock P.M. Liber 31

1982 JUL 13 1982

ARTICLES OF INCORPORATION

WING SANG, INC.

FIRST: The undersigned, MAU CHO TSO, whose post office address is 1068 Bramly Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

1. To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, dinners, delicatessans, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places, and establishments of every kind and description; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto.

2. To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description.

3. To purchase, acquire, lease, sell and mortgage real estate and tangible personal property of every nature and description.

4. To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise

and assets of any corporation, partnership or individual engaged in an enterprise authorized or permitted to be conducted by the Corporation and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

5. To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae and the like which may be used for or be incidental to any of the purposes of the Corporation and to use, exercise, develop and grant licenses in respect of, sell, or otherwise dispose of and deal in the same.

6. To exercise all or any of the general powers conferred upon the Corporation by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made (and without in any way limiting the right to exercise such general powers) and in addition thereto.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1068 Bramly Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Mau Cho Tso, 1068 Bramly Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, at a par value of One (\$1.00) Dollar per share, all of one class, and having an aggregate par value of Five Thousand (\$5,000.00) Dollars.

SIXTH: The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three.

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Mau Cho Tso

Kam Mui Tso

Hung Yuen Lam

Yok Ting Lam

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.

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 share of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this 17th day of March, 1982.

WITNESS:

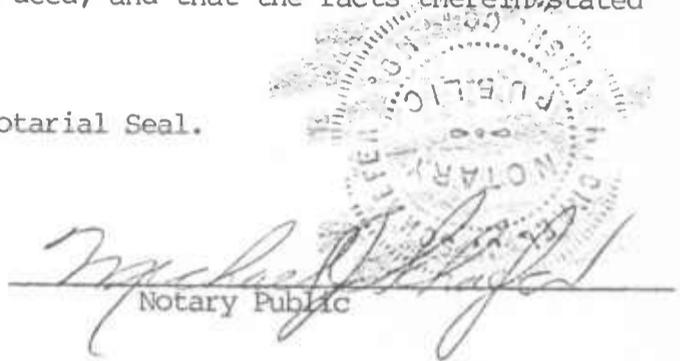



Mau Cho Tso

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 17th day of March, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mau Cho Tso, party to the foregoing Articles of Incorporation, known to me personally to be such, and he did acknowledge the said Articles to be his act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Official Notarial Seal.

A circular notary seal for the State of Maryland, County of Washington, is stamped over a handwritten signature. The signature is written in cursive and is positioned above a horizontal line. Below the line, the words "Notary Public" are printed.

My Commission Expires:
7/1/1982

ARTICLES OF INCORPORATION
OF
WING SANG, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 18, 1982 at 10:27 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2536, folio 0762 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 123873
8201978

JUL 8 1 44 PM '82
LIBER _____ FOLIO _____
LAND _____

Received for Record July 8th, 1982
at 1:44 o'clock P.M. Liber 31

C3608

DE - 0828# 13771 *****5

HOSANNA MINISTRIES, INC.

ARTICLES OF INCORPORATION

The undersigned, Howard Thomas Rudolph of Route 1 Box 212A Falling Waters Road Williamsport, MD 21795, Barbara Ann Rudolph of Route 1 Box 212A Falling Waters Road Williamsport, MD 21795, and Carolyn Ann Wollard 360 Pangborn Boulevard Hagerstown, MD 21740, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

The name of the corporation is: Hosanna Ministries, Inc.

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

To minister to all groups of people through a ministry combining public speaking, music, singing, drama and comedy.

The post office address of the principal office of the Corporation in Maryland is Route 1 Box 212A Falling Waters Road Williamsport, Washington County 21795.

The Resident Agent of the Corporation will be Howard Thomas Rudolph of Route 1 Falling Waters Road Williamsport, MD 21795.

The Corporation shall not be authorized to issue capital stock.

The number of directors of the Corporation shall be three, which number may be increased or decreased pursuant to the by-laws of the Corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are Howard Thomas Rudolph, President, Barbara Ann Rudolph, Vice President, Carolyn Ann Wollard, Secretary/Treasurer.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation on March 18, 1982, and severally acknowledge the same to be our act.

Howard Thomas Rudolph

HOWARD THOMAS RUDOLPH, PRESIDENT

Barbara Ann Rudolph

BARBARA ANN RUDOLPH, VICE PRESIDENT

Carolyn Ann Wollard

CAROLYN ANN WOLLARD, SECRETARY/TREASURER

1982 MAR 22 A-10: 26

Received for Record July 8th, 1982 at
1:44 o'clock P.M. Liber 31

1982 MAR 22 10:11 AM \$5.00

JOEL L. ROSENTHAL, M.D., P.A.
A PROFESSIONAL CORPORATION
ARTICLES OF INCORPORATION

FIRST: I, Joel L. Rosenthal, M.D., P.A., whose post office address is 1198 Kenly Avenue, Hagerstown, Maryland 21740 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, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is: Joel L. Rosenthal, M.D., P.A. The corporate address will be 1198 Kenly Avenue, Hagerstown, Maryland.

THIRD: The purposes for which the Corporation is formed are: (1)
The corporation will be to further the practice of Neurology, along with Pediatric Neurology, Electromyography, Electroencephalography and other such ancillary neurological studies as are appropriate and necessary for diagnosis and treatment of patients with neurological disease.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1198 Kenly Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Joel L. Rosenthal, 1198 Kenly Avenue, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1000 shares with a par value of One Hundred Dollars (\$100.00) per share for an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

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). The name of the Directors who shall act until the first annual meeting or until his successors are duly chosen and qualified is: Joel L. Rosenthal.

1982 MAR 22 A 11

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

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

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

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

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrant or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

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

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

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or 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 EIGHTH 3.

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.

IN WITNESS WHEREOF; I have signed these Articles of Incorporation this 17th day of *March*, 1982, and I acknowledge same to be my act.

WITNESS:

Joel L. Rosenthal *Joel L. Rosenthal*

ARTICLES OF INCORPORATION
OF
JOEL L. ROSENTHAL, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 22, 1982 at 11:00 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2536, folio 2095, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D.W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

JUL 8 1 44 PM '82

LIBER _____ FOLIO _____

A 124003
8202120

Received for Record July 8th, 1982
at 1:44 o'clock P.M. Liber 31

~~2276~~
779

ARTICLES OF INCORPORATION

CH - CORP RE 12789 *****5.0

SNUG HARBOR CAMPGROUND, LTD.

FIRST: I, D. James Dowell, whose post office address is Route No. 2, Box 369-A, Williamsport, Maryland 21795 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Snug Harbor Campground, Ltd.

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

(1) To engage in the business of operating a facility commonly referred to as a "campground" to provide areas to accommodate recreational vehicles of all types as well as areas to be used by those persons utilizing tents; to engage in the business of stacking and re-selling to the users of the campground as well as to the general public all types of supplies, groceries, meats, beverages, sundries, liquid petroleum and other fuels, camping supplies, recreational vehicle accessories and all other types of sales incident to the operation of a campground; 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 the principal office of the Corporation in this State is Route No. 2, Box 369-A, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is D. James Dowell, Route No. 2, Box 369-A, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

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

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

(1) If there is not 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 elected and qualify are: D. James Dowell and Eleanor V. Dowell.

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.

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 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 in-

demnify 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 are 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 19th day of March, 1982, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Stetelmayer

D. James Dowell
D. James Dowell

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 19th day of March 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared D. James Dowell and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Eunice C. Stetelmayer
Notary Public

My Commission Expires:
July 1, 1982

ARTICLES OF INCORPORATION
OF
SNUG HARBOR CAMPGROUND, LTD.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 22, 1982 at 10:22 o'clock A. M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber 2536, folio 2277, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



A 124007
8202123

LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

Received for Record July 8th, 1982
at 1:44 o'clock P.M. Liber 310

783
~~63748~~

ARTICLES OF INCORPORATION

FIRST: The undersigned, Francisco G. Japzon and Eldon L. Hawbaker, whose post office address is 645 East First Street, Hagerstown, Maryland, both being more than twenty-one (21) years of age, and being licensed for the practice of medicine within the State of Maryland, do hereby form a professional corporation under the Professional Service Corporation Act of the State of Maryland.

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

Hagerstown Industrial Clinic,
Drs. Japzon & Hawbaker, P.A.

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

1. To engage in the business of rendering services in the practice of medicine including the rendering of all professional services in connection therewith, and any activities necessary and incident thereto more specifically in the area of industrial medicine as defined in the Annotated Code of Maryland, as amended.

2. To invest its funds in real estate, mortgages, stock, bonds or any other type of investments permitted by law.

3. To own real and/or personal property necessary for carrying on the practice of medicine.

4. To do any act or thing and exercise any power which is suitable, convenient or proper, and which is permitted by law, for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified.

5. To have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Maryland upon a professional corporation formed under the Professional Service Corporation Act of the State of Maryland or under any statute amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law, and it is not intended by the mention of any particular purpose, object or business in any manner to limit or restrict the generality of any other purpose, object or business mentioned, 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 professional corporations, it being the intention that the purposes, objects and powers specified in each of the paragraphs of this article of these Articles of

Incorporation, or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes; provided, however, that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business, or exercise any power, or do any act which a professional corporation formed under the laws of the State of Maryland may not at the time lawfully carry on or do.

FOURTH: The post office address of the principal office of the Corporation in Maryland is:

645 East First Street
Hagerstown, Maryland 21740

The name and post office address of the Resident Agent of the Corporation in Maryland is:

Francisco G. Japzon, M.D.
645 East First Street
Hagerstown, Maryland 21740

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 (1,000) shares, with a par value of One Dollar (\$1.00) per share, all of one class, to be issued or transferred only to individuals who are duly licensed by the State of Maryland to engage in the practice of medicine in said State; provided, however, that a disqualified stockholder or the estate of a deceased stockholder may hold such shares of stock for a period of time not to exceed one hundred and twenty (120) days from the date of disqualification or the date of death of such stockholder, as the case may be, or for such other period of time as required by statute.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1); and the names of the Directors who shall act until the first annual meeting or until their successor or successors are duly chosen and qualified are:

Francisco G. Japzon, M.D. and
Eldon L. Hawbaker, M.D.

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

1. The Board of Directors of the Corporation is hereby empowered to authorize and direct the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as said Board of Directors may deem

advisable, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

2. No holder of stock of any class shall have any preemptive rights or otherwise be entitled as a matter of right to subscribe for or purchase any part of any new or additional issue of stock of any class or of securities convertible into stock of any class, whether now or hereafter authorized or whether issued for money, for a consideration other than money, or by way of dividend.

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

4. A contract or other transaction between the Corporation and any of its Directors or between the Corporation and any other corporation, firm or other entity in which any of its directors is a director or has a material financial interest is not void or voidable solely because of any one or more of the following:

A. The common directorship or interest;

B. The presence of the Director at the meeting of the Board or a committee of the Board which authorizes, approves or ratifies the contract or transaction; or

C. The counting of the vote of the Director for the authorization, approval or ratification of the contract or transaction; provided that:

(1) The fact of the common directorship or interest is disclosed or known to:

(a) The Board of Directors or the committee, and the Board or committee authorizes, approves or ratifies the contract or transaction by the affirmative

vote or a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or

(b) The Stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the Stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or

(2) The contract or transaction is fair and reasonable to the Corporation.

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

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

7. The Directors, officers and agents of the Corporation shall be indemnified by the Corporation to the extent allowable by the laws of the State of Maryland.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF we have signed these Articles of Incorporation on this 12th day of FEBRUARY, 1982.

WITNESS:

Judith A. S. Hoefner
E. Kathleen King

Francisco G. Japzon MD
Francisco G. Japzon, M.D.
Eldon L. Hawbaker
Eldon L. Hawbaker, M.D.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 12th day of February, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Francisco G. Japzon, who acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Barbara A. Jackson
Notary Public

My Commission Expires:

7/1/1982



STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 12th day of February, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Eldon L. Hawbaker, who acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Barbara A. Jackson
Notary Public

My Commission Expires:

7/1/1982



PO 788

ARTICLES OF INCORPORATION

OF

HAGERSTOWN INDUSTRIAL CLINIC,
DRS. JAPZON & HAWBAKER, P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 23, 1982 at 9:37 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2536, folio 03747 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 124180

8202191

FOLIO _____

ARTICLES OF AMENDMENT

MD-CORP-BE 13757 *****5

OF

RED'S DRIVE-IN, INC.

Red's Drive-In, Inc., a Maryland Corporation, having its principal office at 500 Indiana Avenue, Hagerstown, Maryland, (hereinafter referred to as "the Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Charter of the Corporation is hereby amended by changing Paragraph SECOND of said Articles of Incorporation, to read as follows:

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is: Red-Glo, Inc.

SECOND: By a special meeting of the Board of Directors a resolution was unanimously adopted proposing the foregoing Amendment to change the name of the Corporation from Red's Drive-In, Inc., to Red-Glo, Inc., and also by a special meeting of the Stockholder's an Amendment was unanimously approved to change the name of this Corporation from Red's Drive-In, Inc. to Red-Glo, Inc.

IN WITNESS WHEREOF, Red's Drive-In, Inc. has caused these Articles of Amendment to be signed in it's name and on it's behalf it's President, Robert C. Hoffman, and it's corporate seal to be hereunto affixed and attested by it's secretary, Gloria E. Hoffman, on this 20th day of March, 1982, and it's President acknowledges that these Articles of Amendment are the act and deed of Red's Drive-In, Inc., and that the matters and facts set forth herein are true and correct to the best of his knowledge, information, and belief.

ATTEST:

Gloria E. Hoffman
Gloria E. Hoffman,
Secretary

RED'S DRIVE-IN, INC.

By: Robert C. Hoffman
Robert C. Hoffman,
President

1982 MAR 24 A 10:15



ARTICLES OF AMENDMENT

OF

RED'S DRIVE-IN, INC.

Changing its name to:

RED-GLO, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland March 24, 1982 at 10:15 o'clock A M. as in conformity with law and ordered recorded.

2

Recorded in Liber *2537*, folio *2115* one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D.W. H



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 124341

8202267

JUL 8 1 44 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. FISHER, CLERK

Office of the Clerk of the Circuit Court for Washington Co. Md.

ARTICLES OF INCORPORATION

OF

THE CRIME WATCH LEAGUE OF WASHINGTON COUNTY, INC.

FIRST: I, LARRY W. CRAIG, whose post office address is 114 Greenwood Drive, Hagerstown, Maryland, 21740, 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 hereafter called the Corporation) is THE CRIME WATCH LEAGUE OF WASHINGTON COUNTY, INC., known as "CRIME SOLVERS".

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

(a) Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount of value, except such limitations, if any, as may be imposed by law; sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any Will, Deed of Trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same, to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust

-2-

instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in ARTICLE NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or for some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future

-3-

United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

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

1. To assist Law Enforcement Agencies of Washington County in obtaining information about felony crimes, wanted persons and other criminal activity.

2. To assist in developing a community offensive against criminal activity and to heighten public awareness of the impact of crime.

3. To provide for awards and rewards for cooperation in solving open crimes and to raise money to carry out the foregoing.

4. To motivate members of the public to cooperate with law enforcement agencies.

5. Membership in the corporation shall be open to all persons regardless of race, creed, color, sex, or national origin.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 114 Greenwood Drive Hagerstown, Maryland, 21740. The name and Post Office address of the resident agent of the Corporation in this State is: Larry W. Craig, 114 Greenwood Drive, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be set forth in the By-laws of the Corporation.

-4-

SIXTH: The number of directors of the Corporation shall not be less than three (3) nor more than twenty-five (25), which number may be increased pursuant to the By-laws of the Corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly and qualified are:

1. Larry W. Craig
2. Harvey D. Wolfe
3. Russell G. Miller

SEVENTH: Upon dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation, shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

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

NINTH: In these Articles of Incorporation,

(a) Reference to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possession whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not

participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this ARTICLE NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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

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

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

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

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

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue

-6-

Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: (1) As used in this ARTICLE ELEVENTH, 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 the majority of the Board of Directors who were not parties to the proceedings or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by members who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31 day of March, 1982, and I acknowledge same to be my act.

WITNESS

John M. Markham

Larry W. Craig
LARRY W. CRAIG

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 31 day of March, 1982, before me, the subscriber, a Notary Public, in and for the foregoing State and County, personally appeared Larry W. Craig and he acknowledged the foregoing instrument to be his act and deed.

WITNESS my hand and Notarial Seal.



R. Sue Eckel
Notary Public
R. SUE ECKEL
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1982

Received for Record August 18, 1982 at 2:50
o'clock P.M. Liber 31

AUG 18-82 B 17190 *****5.00

159

799

Office of the Clerk of the Circuit Court for Washington County

PIZZA HUT OF THURMONT, INC.

ARTICLES OF INCORPORATION

FIRST: I, Harry T. deMoll, whose post office address is 112 North Court Street, Frederick, Maryland 21701, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is PIZZA HUT OF THURMONT, INC.

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

(1) To own, lease, operate and manage restaurants; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 1023 Maryland Avenue, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Jimmy Hinkle, 1023 Maryland Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Harry T. deMoll

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 any class or classes, whether now or hereafter authorized.

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of 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.

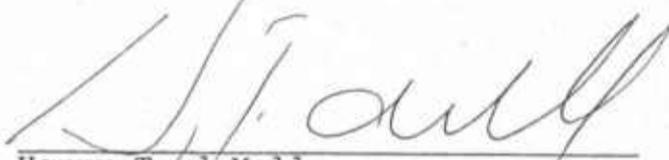
NINTH: (1) As used in this Article NINTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of April, 1982, and I acknowledge the same to be my act.



Harry T. deMoll

ARTICLES OF INCORPORATION
OF
PIZZA HUT OF THURMONT, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 15, 1982 at 11:13 o'clock A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber **2539**, folio **1596**, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 125097

AUG 18 2 50 PM '82 8203203

LIBER 31 FOLIO 799
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

rb

Received for Record August 18, 1982
at 2:50 o'clock P.M. Liber 31

~~2460~~
803

NO 18-82 B# 17179 *****5.00

Office of the Clerk of the Circuit Court for Washington Co.

ARTICLES OF INCORPORATION

FOR

BOSCH ENTERPRISES INCORPORATED

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland, 21740, being over twenty-one years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is BOSCH ENTERPRISES INCORPORATED.

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

(a) To operate a retail and wholesale food establishment.

(b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.

(c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, 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 business that

LAW OFFICES RICHARD W. LAURICELLA

ok
2.1

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, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

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

(e) 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, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(g) 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.

The aforesaid enumeration of the purposes, objects and the 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 to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 339 W. Washington Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

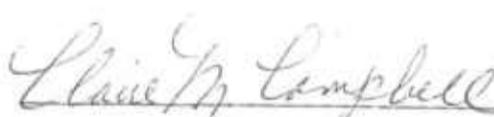
FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be William B. Bosch.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of April, 1982.

WITNESS:





Richard W. Lauricella

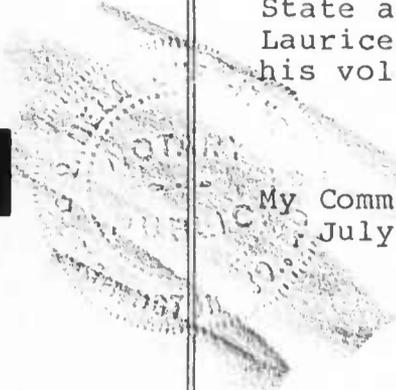
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20th day of April, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Pamela Sue Jones Ambrose
Notary Public



LAW OFFICES RICHARD W. LAURICELLA

APR 20 1982 1:30

808

ARTICLES OF INCORPORATION
OF
BOSCH ENTERPRISES INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 20, 1982 at 1:36 o'clock P. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber **2539**, folio **2459**, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

R.B. Anderson



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 125218

AUG 18 2 50 PM '82

8203355

LIBER 31 FOLIO 803
Incorporation Record

Received for Record August 19, 1982
at 2:50 o'clock P.M. Liber 31

~~809~~
AUG 18-82 B# 17178 *****5.00

809

Office of the Clerk of the Circuit Court for Washington Co.

FLOYD R. KLINE, INC.

ARTICLES OF AMENDMENT

CONTAINING ELECTION TO BECOME A CLOSE CORPORATION

Floyd R. Kline, Inc., a Maryland corporation, having its principal office at 730 Virginia Avenue, Hagerstown, Washington County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by adding a new Article TENTH, as follows;

"TENTH: The Corporation shall be a close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland."

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article SEVENTH and by substituting in lieu thereof, the following:

"SEVENTH: The number of Directors of the Corporation shall be three (3), which number which may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that, so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders. The names of the Directors who shall act until the next annual meeting or until their successors are duly chosen and qualified, are: Floyd R. Kline, H. Cornell Tedrick and Nancy L. Deatrich."

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action, unanimously taken by the stockholders of the Corporation, in accordance with Section 2-505 of the Corporations and Associations Article of the

Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, FLOYD R. KLINE, INC. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 16th day of April, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Floyd R. Kline, Inc. and under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

FLOYD R. KLINE, INC.

Nancy L. Deatrach
Nancy L. Deatrach, Secretary

BY: Floyd R. Kline Pres
Floyd R. Kline, President

STATE OF MARYLAND, WASHINGTON COUNTY, TO-WIT:

I HEREBY CERTIFY, that on this 16th day of April, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Floyd R. Kline, President of Floyd R. Kline, Inc., and acknowledged the foregoing Articles of Amendment to be the act and deed of said Corporation.

WITNESS my hand and Official Notarial Seal.

Nancy L. Deatrach
Notary Public



My Commission Expires:
7-1-82

ARTICLES OF AMENDMENT
OF
FLOYD R. KLINE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 21, 1982 at 11:16 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 1540, folio 0806, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Rob De



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 125444

8203443

AUG 18 2 50 PM '82

LIBER 31 FOLIO 809

Incorporation Record

VALUATION CLERK

Office of the Clerk of the Circuit Court for Washington Co.
To The Department of Assessment and Taxation, State of Maryland:

Pursuant to section 2-108 of the Annotated Code of Maryland, CORPORATIONS AND ASSOCIATIONS the undersigned hereby submits the following statement for the purpose of changing its registered agent in the State of Maryland:

(1) The name of the corporation is SOUTH MOUNTAIN CORPORATION.

(2) The address of its present principal office is Route #2 , Boonsboro, Maryland, which shall remain the same. The resident agent of the Corporation is Franklin C. Wade whose most office address is Route #1, Box 290, Boonsboro, Maryland 21713 which will be changed.

(3) The name and address of its successor registered agent is William A. Harp, Route #2, Box 239, Boonsboro, Md. 21713, a citizen of the State of Maryland and actually resides therein.

(4) This change was authorized by resolutions duly adopted at a Special Meeting of the Board of Directors of the undersigned corporation on the 22nd day of March 1982; a certified copy of said resolution hereby attached hereto.

Dated: April 12, 1982

SOUTH MOUNTAIN CORPORATION
BY Donald L. Pona
Donald L. Pona
President

CERTIFIED COPY OF RESOLUTION

At a special meeting of the Board of Directors of the SOUTH MOUNTAIN CORPORATION held on the 22nd day of March, 1982, the following resolution was unanimously adopted:

" BE IT RESOLVED that Franklin C. Wade, registered agent, in accordance with his desires, be removed from this Corporation as registered agent, and

BE IT FURTHER RESOLVED, that William A. Harn, Route #2 Box 239, Boonsboro, Maryland 21713, is hereby appointed as registered agent of this Corporation; and

BE IT FURTHER RESOLVED, that Donald L. Pong, President, take whatever steps are necessary to replace Mr. Wade on any and all legal documents."



Donald L. Pong

Donald L. Pong (SEAL)
President

STATE OF MARYLAND:

COUNTY OF WASHINGTON:

I hereby certify, that on this 14th day of April, 1982, before me, a Notary Public of the State of Maryland, in and for said county, personally appeared Donald L. Pong, President of SOUTH MOUNTAIN CORPORATION, known to me to be the person whose name is subscribed as President and acknowledged that he executed the same as the act of the Corporation for the purpose therein contained.

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



Beverly L. Durling

Notary Public

My Commission Expires: 7/1/82

814

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

SOUTH MOUNTAIN CORPORATION

1147

received for record April 16, 1982

, at 8:30 A.M.

and recorded on Film No. 2538

3

Frame No. 0451 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County

AA No 20322A

Special Fee Paid	\$5.00
Recording Fee Paid	\$6.00
Total	\$11.00

2.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 18 2 50 PM '82

LIBER 3/ FOLIO 882

LAND VAUGHN J. BAKER, CLERK

Mr. Clerk Mail to: Gilbert W. Hovermale
2 Public Square
Hagerstown, Maryland 21740

rmc

RESOLUTION OF BOARD OF DIRECTORS

The undersigned, Secretary of Appalachian Corporation, a Maryland Corporation, hereby certifies that:

1. At a meeting of the Board of Directors of said Corporation, held on April 17, 1972, at which a quorum was present and acting throughout, the following resolutions were duly adopted, and that such resolutions have not been rescinded or modified:

"FURTHER RESOLVED, that the residence of Shirley B. Anderson, at 19735 Greenside Terrace, Gaithersburg, Maryland 20879, be changed, and it is hereby unanimously adopted that the principal address of the Corporation be designated as

Appalachian Corporation
c/o Daniel M. Sheedy
P.O. Box 68
Boonsboro, Maryland 21713.

FURTHER RESOLVED, that the Resident Agent be changed from Shirley B. Anderson to Daniel M. Sheedy, P.O. Box 68, Boonsboro, Maryland 21713."

IN WITNESS WHEREOF, the undersigned, has hereunto subscribed her name and affixed the seal of said Corporation this 17th day of April 1982.



Shirley B. Anderson
Secretary



NOTICE OF CHANGE OF RESIDENT AGENT, AGENT'S ADDRESS
AND PRINCIPAL OFFICE

OF

APPALACHIAN CORPORATION

1212

received for record April 23, 1982

, at 8:30 AM.

and recorded on Film No. *2538 2541 2*

Frame No. ~~3166~~ one of **2851**

the charter records of the State Department of Assessments and Taxation of Maryland

To the clerk of the Circuit

court of Washington County

AA **Nº 20393 A.**

Special Fee Paid	\$5.00
Recording Fee Paid	<u>\$3.00</u>
Total	\$8.00

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 18 2 50 PM '82

LIBER 31 JUL 10 1982
Appalachian Corporation
LAND VAUGHN J. BAKER, CLERK

*.50
.75
1.25*

Mr. Clerk Mail to: Appalachian Corporation
P. O. Box 68
Boonsboro, Maryland 21713

Office of the Clerk of the Circuit Court for Washington Co.

Received for Record August 13, 1982
at 2:50 o'clock P.M. Liber 31

~~3302~~

817

MACKLEY, GILBERT & MARKS

ATTORNEYS AT LAW
35 EAST WASHINGTON STREET
HAGERSTOWN, MARYLAND 21740

KENNETH J. MACKLEY
HOWARD W. GILBERT, JR.
RUSSELL R. MARKS

TELEPHONE
790-0311
AREA CODE 301

April 29, 1982

C
O
P
W
Paul Ottinger, Esquire
Ottinger and Strong
21 Summit Avenue
Hagerstown, Maryland 21740

Dear Paul:

Since I am now representing Jack Crawford individually and you are representing Mary Diehl, the other stockholder, I feel it would be inappropriate for me to continue as resident agent for the corporation. Therefore, I am sending to the Department of Assessments a copy of my resignation.

Sincerely,

K. J. Mackley

K. J. Mackley

KJM/kmp

cc: Department of Assessments and Taxation

RESIGNATION OF RESIDENT AGENT

OF

DIEHL & CRAWFORD, INC.

The undersigned, who was formerly Resident Agent of the Maryland Corporation of Diehl and Crawford, Inc., hereby resigns as Resident Agent.

Since this Corporation is now totally defunct from a practical standpoint, I doubt that any successor to me will be appointed.


Kenneth J. Mackley

1982 APR 30 P 10:20

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

DIEHL AND CRAWFORD, INC.

1216

received for record April 30, 1982

, at 8:30 A.M.

and recorded on Film No. 25 39

Frame No. C3301 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County

AA No 20423 A

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

.50
.75
<hr/>
1.25

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 18 2 50 PM '82

LIBER 31 FOLIO 817

LAND VAUGHN J. BAKER, CLERK

Mr. Clerk Mail to: Mackley, Gilbert & Marks
35 East Washington Street
Hagerstown, Maryland 21740

rmc

820

Office of the Clerk of the Circuit Court for Washington Co.

THE MGM, LTD.

ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is The MGM, Ltd.

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

(1) To engage in the business of operating a restaurant and lounge and further to sell food and alcoholic beverages and to engage in other related businesses; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §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 Route 1, Box 199, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Sherry Lee Holland, Route 1, Box 199, Williamsport, Maryland 21795. 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 (\$5,000.00) shares of common stock, without par value.

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

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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:

Michael Lewis Diseati
Sherry Lee Holland
Lynda Lee Hutzell

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.

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 §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of April, 1981, and I acknowledge the same to be my voluntary act and deed.

Joni Solenberg
Witness

Roger Schlossberg (SEAL)
Roger Schlossberg

10
000

ARTICLES OF INCORPORATION

OF

THE MGM, LTD.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 7, 1982 at 10:59 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber **2538**, folio **2946**, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 124853

8202872

AUG 18 2 51 PM '82

LIBER 31 FOLIO 820
Incorporation Record
LAND
VAUGHN J BAKER, CLERK

rb

HOWARD'S PAINT STORE, INC.

ARTICLES OF AMENDMENT

CONTAINING ELECTION TO BECOME A CLOSE CORPORATION

Howard's Paint Store, Inc., a Maryland corporation, having its principal office at 1256 Dual Highway, Hagerstown, Washington County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by adding a new Article Twelfth, as follows:

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

SECOND: The Charter of the Corporation is hereby amended by striking in their entirety Articles Fourth and Eighth and by substituting in lieu thereof the following:

"Fourth: The post office address of the principal office of the Corporation in this State is 1256 Dual Highway, Hagerstown, Washington County, Maryland 21740. The resident agent of the Corporation is Lester B. Green, Jr., whose post office address is 50 Broadway, Hagerstown, Washington County, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein."

"Eighth: This Article shall apply until such time as the stockholders of the Corporation shall elect at a regular or special meeting or by unanimous consent to have no board of directors. The number of directors of the Corporation shall be three (3), which numbers may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that, so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. Names of the directors who shall act until the next annual meeting or until their successors are duly chosen and qualified are: Lester Green, Jr., Lottie Green and John T. Howard."

THIRD: By written informal action, unanimously taken by the Board of Directors of the Corporation, the Board of Directors of the Corporation duly advise the foregoing amendments. Notice setting forth the said amendment of charter and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders of the Corporation. The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by the affirmative vote of all outstanding stock of the Corporation.

IN WITNESS WHEREOF, Howard's Paint Store, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this twenty-fifth (25th) day of March, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Howard's Paint Store, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

HOWARD'S PAINT STORE, INC.

Lottie Green
Lottie Green, Secretary

BY: Lester B. Green Jr
Lester B. Green, Jr., President

ARTICLES OF AMENDMENT
OF
HOWARD'S PAINT STORE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 7, 1982 at 8:30 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2538, folio 2718, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 124813
8202894

AUG 18 2 51 PM '82
LIBER 31 FOLIO 823
incorporation record
VAUGHN CLERK

Del. to Myers & Young 8/17/82

Received for Record August 18, 1982 at 2:51 o'clock P.M. 17107 2355 5.00

826

ARTICLES OF INCORPORATION
CUMBERLAND VALLEY CHAPTER NO. 187 OF THE AMERICAN
PRODUCTION AND INVENTORY CONTROL SOCIETY, INC.

I, E. Kenneth Grove, Jr., whose post office address is 81 West Washington Street, Hagerstown, Maryland, 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.

FIRST. The name of the corporation, which is hereinafter referred to as the "Corporation", shall be:

CUMBERLAND VALLEY CHAPTER NO. 187 OF THE AMERICAN
PRODUCTION AND INVENTORY CONTROL SOCIETY, INC.

SECOND. The Corporation is organized exclusively for research and educational purposes and in furtherance of such goals it shall:

1. Marshall the resources and creative abilities of production and inventory control specialists to advance the general welfare of mankind.
2. Advance the theory, techniques, and practices of production and inventory control.
3. Conduct, encourage, and assist education and research in production and inventory control.
4. Disseminate relevant information by any appropriate means.
5. Advise and assist educational institutions in the development and improvement of educational programs dealing with production and inventory control.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal income tax under Section 501(c)(6) of the IRS Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

1982 APR 12 P 12:19

THIRD. The post office address of the principal office of the Corporation in Maryland is: 314 Mockingbird Lane, Hagerstown, Maryland 21740.

The name and post office address of the Resident Agent of the Corporation in Maryland is: Edmund O'Connell, 314 Mockingbird Lane, Hagerstown, Maryland 21740

Said Resident Agent is an individual actually residing in Maryland.

FOURTH. The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

FIFTH. The number of Directors of the Corporation shall be eleven (11), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three (3). The names of the current directors who shall act until their successors are duly chosen and qualified are:

- | | |
|---------------------|--------------------|
| Robert G. Fulmer | Donald L. Reeser |
| Edmund F. O'Connell | Fred L. Delaney |
| William J. Kaucher | Warren L. McKee |
| Allen L. McAtee | Harold E. Standorf |
| William J. Waters | Winnie Glenn |
| Jaye R. Alleman | |

SIXTH. Upon dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, the Directors shall dispose of the remaining assets to the American Production and Inventory Control Society, Educational and Research Foundation. In the event that said entity is no longer in existence, or if there is no successor organization or body or in the event it no longer retains its exemption from taxation under 501(c)(6) or similar section of the Internal Revenue Code, then the Directors shall dispose of the remaining assets to a similar organization qualified for tax exempt status under Section 501(c)(6) of the Internal Revenue code having similar purposes to those described in item Second of these Articles.

IN WITNESS WHEREOF, I have signed these Articles and acknowledge same to be my act this 5th day of April, A.D., 1982.

WITNESS:

Nancy Bayer

E. Kenneth Grove, Jr. (SEAL)
E. Kenneth Grove, Jr.

ARTICLES OF INCORPORATION
OF

CUMBERLAND VALLEY CHAPTER NO. 187 OF THE AMERICAN
PRODUCTION AND INVENTORY CONTROL SOCIETY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 12, 1982 at 12:19 o'clock p. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2538, folio 2955 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 124855

8203032

AUG 18 2 51 PM '82

LIBER 31 FOLIO 826
Incorporation Record
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION
OF

C0970

VALLEY CANDLE SHOP, INC.
(A CLOSE CORPORATION)

FIRST: I, Leonard J. Davis, whose address is 1923 Lincolnshire Rd, Hagerstown, Maryland, being at least eighteen years of age, does hereby form a close corporation under the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Valley Candle Shop, Inc.

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

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

- (1) To buy and sell candles and assorted merchandise and supplies associated therewith.
- (2) To own and sell equipment and materials associated with this business.
- (3) To consult with individuals and other companies in the operation of such business, equipment and use of supplies and materials.
- (4) To hold collateral, to own and receive property, to execute and receive notes, to discount same, to borrow money, loan money on behalf of the corporation, and to perform any other act not contrary to the laws of the State of Maryland.

FIFTH: The address for the principal office of the Corporation in this State is: Upper Level, Valley Mall, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation in this State is Raymond H. Harrison, Jr. 1154 Rose Hill Avenue Extd., Hagerstown, Maryland, 21740. Said 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 Hundred (500) shares of common stock with a par value of Ten Dollars (\$10.00) per share, amounting to capital stock in this Corporation in the amount of Five Thousand Dollars (\$5,000.00).

SEVENTH: The shares of stock shall be of one class. The Corporation shall have one (1) Director and the name and address of the person who shall serve as director until the first annual meeting, or until his successor(s) is/are elected and qualify, shall be:

Leonard J. Davis
1923 Lincolnshire Rd.
Hagerstown, Maryland 21740

1982 APR 14 A 10:19

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

(1) The Corporation shall indemnify any director or officer of the Corporation who was, or is, a party, or is threatened to be made a party to, any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is, or was, such director, officer, employee or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture or other enterprise against expenses (including attorney fees) judgment, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his conduct was unlawful.

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

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of this Article EIGHT or in defense of any claims, issue, or matter therein, he shall be indemnified against expense (including attorney fees) actually and reasonably incurred by him in connect-

C0972

ion therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHT.

(4) Any indemnification under paragraph (1) or (2) of this Article Eight (unless ordered by a court) shall be made by this Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer if proper in the circumstances because he has met the applicable standard or conduct set forth in paragraph (1) or (2) of this Article EIGHT. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority vote of a Quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

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

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

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

(8) In the event that said Corporation shall not have a Board of Directors at the time any action directed or authorized by Article EIGHT herein, such action shall be authorized to be taken by the Shareholders of the Corporation.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Directors (if Applicable) and stockholders.

(1) No contact or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the stockholders of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of such other corporations; any Directors individually or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation; provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the majority of the stockholders thereof; and any stockholder of this Corporation is also a Director or officer of any such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the stockholders of this corporation, which shall authorize any such contract or transaction and to vote at such meeting to authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

(2) The Corporation reserves the right, from time to time, to make any amendments of its charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stocks shall be valid unless such change or terms shall have been authorized by the unanimous consent of the holders of such stock at the time outstanding by a vote at a meeting or in writing with or without a meeting.

TENTH: The shares or stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Stockholders may determine subject to the provisions of law. In the event of liquidation of winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to holders of said stock according to their respective holdings thereof.

ELEVENTH: The duration of the Corporation shall be perpetual.

In WITNESS WHEREOF, I have signed these Articles of Incorporation this 1 day of April 1982.

Witness:

Leonard J. Davis (Seal)
Leonard J. Davis

Raymond H. Harrison, Jr.
Raymond H. Harrison, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of April, 1982, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Leonard J. Davis, personally known to me to be the person whose name is subscribed to in the foregoing instrument and who acknowledge the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal

Cynthia Louise Peters
My Commission Expires July 1, 1982



ARTICLES OF INCORPORATION

OF

VALLEY CANDLE SHOP, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 14, 1982 at 10:19 o'clock A.M. as in conformity with law and ordered recorded.

6

Recorded in Liber **2539**, folio **00969**, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Rob O...



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 125026
8203127

AUG 18 2 51 PM '82

LIBER 31 FOLIO 829
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

HEB EQUIPMENT CO., INC.
ARTICLES OF INCORPORATION

The undersigned, Harry E. Bender, Jr., whose Post Office address is 9 Lincoln Heights, Hagerstown, MD., 21740, being at least eighteen years of age, does hereby form a corporation under the General Laws of the State of Maryland.

The name of the corporation is HEB Equipment Co., Inc.

The corporation shall be a Close Corporation as authorized by Title 4.

The purpose for which the corporation is formed are as follows: to carry on all or any of the business of rental and sales of construction equipment, aerial platform machines, cranes and other type equipment used by the construction industry and any other lawful business.

The Post Office address of the principal office of the corporation in Maryland is Lincoln Heights, 9, Hagerstown, Washington County, 21740. The name and Post Office address of the Resident Agent of the corporation in Maryland are Harry E. Bender, Jr., Lincoln Heights, 9, Hagerstown, Washington County, 21740.

The total number of shares of stock which the corporation has authority to issue is one hundred (100) shares of no par value a share.

After the completion of the organization meeting of the Director and the issuance of ten (10) shares of stock of the corporation, the corporation shall have no Board of Directors, until such time, the corporation shall have one (1) Director, whose name is Harry E. Bender, Jr..

The duration of the corporation shall be perpetual.

In witness whereof, I have signed these Articles of Incorporation on April 2, 1982, and severally acknowledge the same to be my act.

Signature Harry E. Bender, Jr.
Harry E. Bender, Jr.

836

ARTICLES OF INCORPORATION
OF
HEB EQUIPMENT CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 7, 1982 at 11:49 o'clock A. M. as in conformity
with law and ordered recorded.

2

Recorded in Liber **2538**, folio **2943** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 124852

8202868

AUG 18 2 51 PM '82

LIBER 31 FOLIO 835
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

drb

Received for Record August 18, 1982 at
2:51 o'clock P.M. Liber 31

~~00000~~
AUG 18-82 B# 17137 *****5.00

A. E. SWEENEY MASONRY, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: We, Arthur Edward Sweeney, Jr. and Christine Annette Sweeney, whose post office address is 410 St. Paul Street, Boonsboro, Washington County, Maryland 21713, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is A. E. SWEENEY MASONRY, INC.

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

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

(1) To engage in the business of masonry construction services.

(2) To do anything permitted under Section 2-103 of the Corporations and Associates 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 of Maryland is 410 St. Paul Street, Boonsboro, Washington County, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in Maryland is Arthur Edward Sweeney, Jr., 410 St. Paul Street, Boonsboro, Washington County, Maryland 21713. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of a par value of One (\$1.00) Dollar, all of which shares are of one class and are designated Common Stock.

1827-18-5-11-38

The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are Arthur Edward Sweeney, Jr. and Christine Annette Sweeney.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 1st day of April, 1982, and we acknowledge the same to be our act.

WITNESS:

Helene V. Sweeney

Arthur E. Sweeney, Jr.
Arthur Edward Sweeney, Jr.

John C. D. F.

Christine Annette Sweeney
Christine Annette Sweeney

ARTICLES OF INCORPORATION
OF
A. E. SWEENEY MASONRY, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 5, 1982 at 11:39 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber **2538**, folio **0868**, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

PLB



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 18 2 51 PM '82
LIBER 31 FOLIO 837
Incorporation Record
ERK

A 124621
8202774

Received for Record August 18, 1982 at 2:51 o'clock P.M. Liber 31

AUG 18 1982 17193 *****5.00

TRI-STATE HEARING AID & AUDIOLOGY CENTER, INC.

ARTICLES OF INCORPORATION including election to be a Close Corporation

FIRST: I, William C. Wantz, whose post office address is 797 Hamilton Boulevard, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is TRI-STATE HEARING AID & AUDIOLOGY CENTER, INC.

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

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

(1) To engage in and operate one or more hearing clinics, audiology centers, and establishments for the retail sale and rental of hearing aids and related components, devices and equipment.

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 63 East Franklin Street Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is William C. Wantz, 123 West Washington Street, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand

1982 AUG 31 4 19 41

(100,000) shares of a par value of One (\$1.00) Dollar, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are Betty L. Jensen and William C. Wantz.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10 day of March, 1982, and I acknowledge the same to be my act.

WITNESS:

Betty L. Jensen

William C. Wantz
William C. Wantz

ARTICLES OF INCORPORATION
OF
TRI-STATE HEARING AID & AUDIOLOGY CENTER, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 31, 1982 at 9:41 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber **2538**, folio **01379** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 124665

AUG 18 2 51 PM '82 8202650

LIBER 31 FOLIO 840
Incorporation Record
CLERK

Received for Record August 18, 1982 at 2:51 o'clock ~~23366~~
P.M. Liber 31

AUG 18 1982 B# 17199 *****8.00

ARTICLES OF INCORPORATION
OF
LANIER BUSINESS PRODUCTS OF WESTERN MARYLAND, INC.

FIRST: That J. Michael Nye, the subscriber, as Incorporator, being at least twenty-one (21) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, state my intention of forming a corporation by the execution, acknowledgement and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called Corporation) is: Lanier Business Products of Western Maryland, Inc.

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

(a) To engage in the marketing, distribution, sale, lease and purchase of all lines and types of business products. And to purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, both in the State of Maryland, adjacent states, and in any part of the world.

(b) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, 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 business or any other businesses that the Corporation may be authorized to carry

1982 AUG 31 10:40

-2-

on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise. 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.

FOURTH: The post office address of the principal office of the corporation in this State is 100 W. Washington Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is J. Michael Nye, Suite 214, 100 W. Washington Street, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000), divided into Three Thousand (3,000) shares of Class A, Common Stock, without par value, One Thousand (1,000)

shares of Class B Common Stock (both Classes constituting the "Common Stock"), and One Thousand (1,000) shares of Preferred Stock without par value (the "Preferred Stock"). 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 in the Article FIFTH, and as hereinafter provided with respect to voting powers, the Preferred Stock and the 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 and Preferred Stock shall have no voting power whatsoever, and no holder of Class B Common Stock or Preferred 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.

3. All rights granted and distributions made in accordance with the preferences, rights, restrictions, powers, and qualifications set forth in this Article with respect to a class of stock shall be divided among the

-4-

stockholders of the stock of that class in the proportion which the number of shares of stock of that class held by each stockholder bears to the aggregate number of outstanding shares of stock of that class.

4. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, the holders of the Preferred Stock then outstanding shall be paid out of the assets of the Corporation available for distribution to its stockholders an amount equal to the actual original consideration paid per share plus an amount equal to all unpaid declared dividends thereon, without any interest, and no more, before any amount shall be paid or any assets of the Corporation shall be distributed among the holders of the Common Stock, and, if the assets of the Corporation available for distribution to its stockholders shall be insufficient to permit the payment in full to the holders of the Preferred Stock, as aforesaid, then the entire assets of the Corporation available for distribution to its stockholders shall be distributed ratably among the holders of the Preferred Stock; then and thereafter, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of the Preferred Stock and the Common Stock, share and share alike and without any distinction as to class, in proportion to their respective stockholdings.

A merger or consolidation of the Corporation with or into any other corporation, a share exchange involving the Corporation, or a sale, lease, exchange or

transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation of the Corporation and the distribution of its assets to its stockholders shall not be deemed to be a voluntary or involuntary liquidation, dissolution, or winding up of the Corporation within the meaning of this Article FIFTH, paragraph 4.

5. The holders of the Preferred Stock shall be entitled to receive at the end of each and every fiscal year of the Corporation, out of the assets of the Corporation legally available for dividends, cash dividends at the rate of Twelve percent (12%) per annum per share for each fiscal year of the Corporation, without interest, before any sum or sums shall be set aside for or applied to the purchase or redemption of the Preferred Stock or the purchase, redemption or other acquisition for value of any other class of stock and before any dividends shall be paid or declared, or any other distribution shall be ordered or made, upon any other class of stock; provided, however, that the declaration of payment of dividends on the Preferred Stock shall be subject to and in accordance with the following:

a. If any dividends payable on the Preferred Stock with respect to any fiscal year of the Corporation are not paid for any reason, the right of the holders of the Preferred Stock to receive payment of such dividend shall not lapse or terminate, but said unpaid dividend or dividends shall accumulate and shall be paid without interest to the holders of the Preferred Stock, when and as authorized by the Board of Directors of the

-6-

Corporation, before any sum or sums shall be set aside for or applied to the purchase or redemption of the Preferred Stock or the purchase or redemption or other acquisition for value of any other class of stock and before any dividend shall be paid or declared, or any other distribution shall be ordered or made, upon any other class of stock.

b. No dividend shall be paid on the Preferred Stock at such time as such payment would violate Maryland Law.

c. If the issuance of any of the Preferred Stock shall take place on a day other than the first day of the Corporation's fiscal year, the Corporation shall pay with respect to said fiscal year a prorated amount of the annual dividend on such issued Preferred Stock for the period of time from the date of issuance of such Preferred Stock until the end of the fiscal year.

6. Each holder of Preferred Stock, upon thirty (30) days written notice by certified mail, return receipt requested, and received by the Corporation, at its principal place of business, and upon surrender of all or a part of the stock certificates of the Corporation representing shares of Preferred Stock to the Corporation or its transfer agent in such manner as shall be designated by the Board of Directors, shall have the right at any time after three (3) years from the date of issuance of the share or shares of stock for which repurchase is sought, to require the Corporation to repurchase all or part of said Preferred

-7-

Stock held by such individual stockholder at a price equal to the actual consideration paid per share of said stock; the repurchase price and interest to be established by the Board of Directors shall, at the option of and sole discretion of the Board of Directors, be paid in five (5) equal, annual installments, with the initial payment due ten (10) days after the stockholders surrender of said certificates representing shares of Preferred Stock, with successive payments to be made on the same date on each successive year thereafter until the entire repurchase price shall be paid. Provided, however, that the right to require repurchase as set forth in this paragraph 6. shall only be exercisable after all accumulated and unpaid dividends on the Preferred Stock shall have been paid, or authorized and set aside for payment; and provided further that the Corporation shall not be required to repurchase Preferred Stock pursuant to this paragraph 6. at such time as such repurchase would violate Maryland law.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to 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: J. Michael Nye, 1410 Potomac Ave., Hagerstown, MD., Linda A. Nye, 1410 Potomac Ave., Hagerstown, MD., Richard Stahl, 12 E. Washington St., Hagerstown, MD

-8-

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 said shares, the preference, 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 By-Laws of the Corporation may authorize the Board of Directors, by vote of a majority of the entire Board of Directors to increase the number of directors affixed by these Articles of Incorporation or by the By-Laws within the limits specified in the By-Laws, provided that in no case shall the number of Directors be less than three (3), and to fill the vacancies created by any such increase in the number of Directors. Unless otherwise provided in the By-Laws of the Corporation, the Directors of the Corporation need not be stockholders thereof.

4. The Board of Directors shall have power, if authorized by the By-Laws, to designate by resolution or

-9-

resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two (2) or more of the Directors of the Corporation, which, to the extent provided in said resolutions or in the By-Laws of the Corporation and permitted by the Annotated Code of the State of Maryland, shall have and may exercise any and all powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may be required.

5. The Board of Directors shall have power to borrow or raise money, from time to time without limit, and upon any terms, for any corporate purposes; and, subject to the Annotated Code of the State of Maryland, to authorize the creation, issue, assumption or guarantee of bonds, notes or other evidences of indebtedness for money so borrowed, to include therein such provisions as to redeemability, convertibility, or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest, or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and goodwill of the Corporation then owned or thereafter acquired.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any

-10-

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.

6. 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 a merger of one or more 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 franchise;

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 and stock of which is to be required;

f. The voluntary or involuntary liquidation, dissolution, or winding up of the Corporation;

Such actions shall be effective and valid only if taken or approved by a vote of not less than the majority of shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by

-11-

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.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive rights to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, for 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 ("indemnification") as amended from time to time, shall have the same meaning as provided in the Indemnification section.

2. The Corporation shall indemnify a corporate representative of the Corporation in connection with the proceeding to the fullest extent permitted by and in accordance with the Indemnification section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 30 day of March, 1982, and I acknowledge the same to be my act.


J. MICHAEL NYE

31
843

ARTICLES OF INCORPORATION
OF

LANIER BUSINESS PRODUCTS OF WESTERN MARYLAND, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 31, 1982 at 10:40 o'clock A. M. as in conformity
with law and ordered recorded.

12

Recorded in Liber **2537**, folio **3365** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 32.00 Special Fee paid \$ _____

8.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

RLB Anderson



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 124428

AUG 18 2 51 PM '82

8202551

LIBER 31 FOLIO 843
incorporation Record

ARTICLES OF INCORPORATION

OF

THE INTONATIONS, INC.

FIRST: The undersigned, James W. Respass, whose post office address is 198 Thomas Johnson Drive, Suite 10, Frederick Maryland 21701, being at least eighteen years of age, does hereby form a Corporation under the general laws of the State of Maryland.

SECOND: The name of the Corporation, hereinafter referred to as the "Corporation" shall be:

"THE INTONATIONS, INC."

THIRD: The purpose for which the Corporation is formed, and the objectives to be carried on and promoted by it are the following:

1. To generally promote singing and dancing among the youth throughout Central and Western Maryland.
2. Said Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Law).
3. To receive gifts and bequests to carry out the purpose of the Corporation.
4. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other

*Delivered to:
June Wright
August 31, 1982*

provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

5. To purchase or otherwise acquire, to hold, use, mortgage, pledge, lease, sell, assign, or transfer or otherwise dispose of real and personal property of every class or description, and in particular, land, buildings, mortgages, shares, stocks, debentures, securities, concessions, policies, book debts and claims and any interest in real or personal property as may be necessary for investment and for the use, maintenance, or purposes of the Corporation.

6. In pursuance of and not in limitation of the objectives hereinabove set forth, it is expressly provided that this Corporation shall also have power to do all such acts as are necessary or convenient to attain the objectives hereinabove set forth, to the same extent as any natural person could or might do, and as are not forbidden by law or by these articles of incorporation, by the By-Laws, or by the Board of Directors.

7. To have officers and promote and carry-out its objectives within or without the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in the State of Maryland is 108 East Antietam Street, Hagerstown, Washington County Maryland 21740. The resident agent of the Corporation is James W. Respass, Suite 10, 198 Thomas Johnson Drive, Frederick Maryland 21701. The said resident agent is a citizen of the State of Maryland, and actually resides therein.

FIFTH: The Corporation shall have no capital stock.

SIXTH: The affairs and business of the Corporation shall be managed and conducted by a Board of Directors consisting of three (3) members, provided that until the first annual election as provided by the By-Laws, the following shall constitute the Board of Directors, namely:

Barbara Jean Ridicout, 1329 Glenwood Avenue, Hagerstown, Maryland 21740.

Jean Wright, 108 East Antietam Street, Hagerstown, Maryland 21740.

Yvonne B. Harris, 108 East Antietam Street, Hagerstown, Maryland 21740.

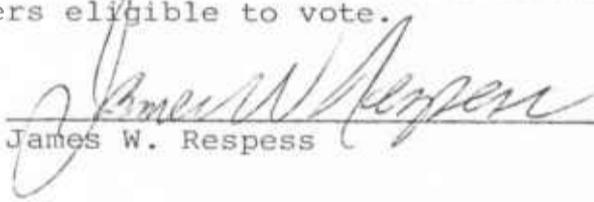
The foregoing Directors shall serve until their successors are duly chosen. Directors of this Corporation shall not receive compensation for their services as Director.

SEVENTH: In the event of the dissolution of the Corporation, after the payment of or satisfaction of all debts of the Corporation, the remaining assets of and funds of the Corporation shall be conveyed or transferred to such religious, charitable, literary, or educational organizations which shall qualify as such of a section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended as the Board of Directors may direct.

EIGHTH: The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, however, no amendment shall be made so as to prevent this Corporation from being exempt under section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

NINTH: The period of duration of the Corporation shall be perpetual unless a shorter period shall be prescribed by law to qualify the Corporation for tax exemption under the Internal Revenue Code, in which event, the shorter periods so prescribed shall prevail.

IN WITNESS WHEREOF I have signed these Articles of Incorporation and acknowledge same to be the Act of the Board of Directors, and state that there are no members eligible to vote.


James W. Respess

31
855

ARTICLES OF INCORPORATION
OF
THE INTONATIONS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 31, 1982 at 10:04 o'clock A. M. as in conformity
with law and ordered recorded.

[Handwritten signature]

Recorded in Liber *2537*, folio *2828* one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 124402

AUG 18 2 51 PM '82

8202549

LIBER *31* FOLIO *855*
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

drb

HAGERSTOWN RACEWAY, INCORPORATED

ARTICLES OF REVIVAL

HAGERSTOWN RACEWAY, INCORPORATED, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on November 18, 1970, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was HAGERSTOWN RACEWAY, INCORPORATED.

THIRD: The name by which the Corporation will hereafter be known is HAGERSTOWN RACEWAY, INCORPORATED.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 21 Summit Avenue, Hagerstown, Maryland 21740.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland are Paul W. Ottinger, Esquire, 21 Summit Avenue, Hagerstown, Maryland 21740.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Treasurer of the Corporation, have signed these Articles of Revival on March 23^d, 1982.

Wayne H. Stouffer
 WAYNE H. STOUFFER
 President

Susan B. Woodfield
 SUSAN B. WOODFIELD
 Treasurer

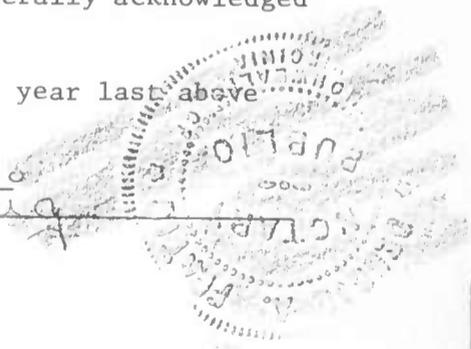
STATE OF VIRGINIA,
 COUNTY OF ARLINGTON, to-wit:

I HEREBY CERTIFY that on March 23^d, 1982, before me, the subscriber, a Notary Public of the State of Virginia in and for the County of Arlington, personally appeared WAYNE H. STOUFFER, the last acting President and SUSAN B. WOODFIELD, the last acting Treasurer of HAGERSTOWN RACEWAY, INCORPORATED, a Maryland Corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

My commission expires:
1/11/85

Debbie A. Fertig
 Notary Public



ARTICLES OF REVIVAL
OF
HAGERSTOWN RACEWAY, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 26, 1982 at 4:30 o'clock P. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2537, folio 3319 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 124420

AUG 18 2 51 PM '82

8202369

LIBER 31 FOLIO 859
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

862

Received for Record August 18, 1982
at 2:51 o'clock P.M. Liber 31

AUG 18 1982 PM 1 17 00 00629 5.00

Office of the Clerk of the Circuit Court for Washington Co.

ARTICLES OF INCORPORATION
OF
WINTERS CORPORATION
(A Close Corporation)

FIRST: The undersigned, Mark Winters, 121 E. Franklin Street Hagerstown, Maryland 21740, being at least eighteen years of age, does hereby form a Corporation under and by virtue of the General Laws of the State of Maryland.

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

WINTERS CORPORATION

THIRD: The corporation shall be a close corporation as authorized by Section 4-202 of the Corporations and Associations Section of the Annotated Code of Maryland.

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

(a) To own, operate and otherwise maintain this Corporation for the purposes of Janitorial services, real estate investment, consulting and engineering and other types of investment, consultation and all related businesses.

(b) To manufacture, purchase or otherwise acquire, hold mortgage, pledge, sell, transfer or in any manner encumber or dispose of goods, wares, merchandise, implements and other personal property or equipment of every kind.

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

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

(e) To loan or advance money with or without interest and

1983 MAR 25 AM 11:13

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 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; to sell, pledge, discount or otherwise dispose such bonds, notes, or other obligations of the Corporation for its corporate purposes.

(f) To carry on any of the businesses hereinbefore enumerated for itself, or for account of others, or through others for its own account, and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate for 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.

(g) To carry out all or any part of the aforesaid purposes, and to conduct its business in any or all of its branches in any or all states, territories, districts, colonies and dependencies; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumerations 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 of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and sub-

ROBERT W. STANGE,
CHARTERED
ATTORNEY AT LAW
CHESAPEAKE BUILDING
305 W. CHESAPEAKE AVE.
SUITE 103
TOWSON, MARYLAND 21204
TELEPHONE 296-3940

ject in all particulars to the limitations relative to Corporations which are contained in the general laws of the State of Maryland, and to engage in such business and transactions which the Board of Directors or the stockholders shall deem advisable.

FIFTH: The post office address of the principal place of business of the Corporation in this State is: 121 E. Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation is: Mark Winters 121 E. Franklin Street, Hagerstown, Maryland 21740.

SIXTH: The total number of shares of stock which the corporation has the authority to issue is 2,500 shares of stock, all of one class and with no par value.

SEVENTH: The number of directors of the corporation shall be two, which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than two and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Mark Winters and Matthew Winters.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 4th day of March, 1982.

WITNESS:

Mark Winters

STATE OF MARYLAND

to wit:

COUNTY OF

I HEREBY CERTIFY that on this 4th day of March, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared Mark Winters, who acknowledged the foregoing Articles of Incorporation to be his respective act.

00000

865

~~0000~~

AS WITNESS my hand and Notarial Seal.

6402

Barbara J. [Signature]
Notary Public



My Commission expires: 7/1/82

ROBERT W. STANGE,
CHARTERED
ATTORNEY AT LAW
CHESAPEAKE BUILDING
305 W. CHESAPEAKE AVE.
SUITE 103
TOWSON, MARYLAND 21204
TELEPHONE 296-3940

ARTICLES OF INCORPORATION
OF
WINTERS CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland March 26, 1982 at 11:13 o'clock A. M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2537, folio 00628 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

RLB [Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 124259

AUG 18 2 51 PM '82

8202362

LIBER 31 FOLIO 862
Incorporation Record

drb

ARTICLES OF AMENDMENT OF
M. A. HAHN AND SONS, INC.
ELECTING TO BE A CLOSE CORPORATION

THIS IS TO CERTIFY:

FIRST: That Articles of Incorporation of M. A. HAHN AND SONS, INC., the "Corporation", were received and approved by the Maryland State Department of Assessments and Taxation, the "Department", on March 5, 1982.

SECOND: That following its organizational meeting, and by unanimous stockholders' agreement, and by unanimous vote of its board of directors, taken on April 1, 1982, the Corporation elected to be a close corporation with no board of directors within the meaning of, and as provided by, Sections 4-101 (b) & (c), 4-201, 4-302, and 4-401, Corporations and Associations, Annotated Code of Maryland.

THIRD: That Articles Sixth and Eighth of said Articles of Incorporation are hereby amended to provide that the powers and duties of the board of directors shall be exercised by the stockholders of the Corporation under Section 4-303, Corporations and associations, Annotated Code of Maryland, effective as of the date of approval of these Articles of Amendment by the Department.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President, and its corporate seal to be affixed and attested to by its Secretary, this 27th day of April, 1982, and its said President does hereby affirm under the penalties of perjury that these Articles of Amendment are the act and deed of the Corporation, and that the matters and facts set forth herein, and their authorization and approval, are true and correct in all material respects, to the best of his knowledge, information, and belief.

ATTEST:

M. A. HAHN AND SONS, INC.

By

David S. Hahn

David S. Hahn, President

Marvin A. Hahn
Marvin A. Hahn, Secretary

1982 APR 29 A 10:27

867
31

ARTICLES OF AMENDMENT
OF
M. A. HAHN AND SONS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 29, 1982 at 10:27 o'clock A. M. as in conformity
with law and ordered recorded.

2

Recorded in Liber 2543, folio 60844, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the _____ Circuit Court of _____ Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



MARYLAND
WASHINGTON COUNTY
RECORD

3 10 PM '82

A-126672

8203821

LIBER 31 FOLIO 867
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

GREENE-WAY ASSOCIATES, INC.
A Maryland Close Corporation,
Organized Pursuant to Title Four of the
Corporation and Associations Article of the
Annotated Code of Maryland

A R T I C L E S O F I N C O R P O R A T I O N

FIRST: I, WENDELL L. GREENE, whose address is 1001 Beechwood Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is: Greene-Way Associates, Inc.

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

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

1. To carry on a personnel consultant and advisory business in the United States and foreign countries, subject to the applicable laws thereof. To maintain executive and operating personnel for the purpose of consulting with and advising others in all matters relating to personnel administration and recruiting.

To engage in consultant and advisory work in connection with the organization, personnel management, operation, and reorganization of industrial and commercial enterprises. To advertise, promote, merchandise, and otherwise purvey the services authorized herein; to negotiate and contract with respect to furnishing of the same for or on behalf of any person, firm, or corporation, domestic or foreign; to enter into and carry out agency or joint arrangements with other persons, firms, or corporations engaged in like or similar activities; and generally to exploit the services and objects of the Corporation by all lawful means; and to engage in any other lawful purpose and/or business; and

2. To do anything permitted by Section 2-103 of the Corporation and Associations Article of the Annotated Code of Maryland, as amended.

FIFTH: The address of the principal office of the Corporation in this State is 1001 Beechwood Drive, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this State is Wendell L. Greene, 1001 Beechwood Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of April, 1982, and I acknowledge the same to be my act.

WITNESS

Ruth A. Dixon

Wendell L. Greene
Wendell L. Greene



ARTICLES OF INCORPORATION
OF
GREENE-WAY ASSOCIATES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 30, 1982 at 10:06 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2540, folio 3342 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 125792
8203964

AUG 19 3 10 PM '82

LIBER 31 FOLIO 869
LAND Incorporation Record
VAUGHN J. BAKER, CLERK

872

Received for Record August 19, 1982 at 3:10 o'clock P.M.

03566

Liber 31

In the Clerk of the Circuit Courts' Office for Washington County, Md. 19-82 B# 17289 *****5.00

Handwritten initials

DV, INC.

ARTICLES OF INCORPORATION

FIRST: I, Roy Sylvester, whose post office address is 42 Nottingham Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

DV, INC.

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

1. To own and carry on the business of a tavern and package liquor goods business in the Town of Hagerstown, Maryland.

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 33 West Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Roy Sylvester, 42 Nottingham Road, Hagerstown, Maryland 21740. 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 ten thousand (10,000) shares of common stock, without par value.

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

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

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

1982 MAY - 3 P 9:03
1982 APR 30 P 9:01

The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Roy A. Sylvester
George F. Shank

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.

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 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.

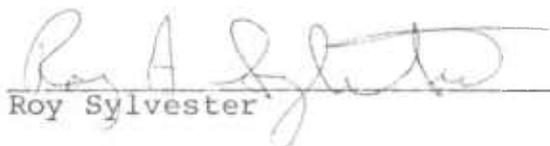
2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28 day of April, 1982, and I acknowledge the same to be my act.

WITNESS:



 (SEAL)
Roy Sylvester

ARTICLES OF INCORPORATION

OF

DV, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 30, 1982 at 9:02 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2540, folio 3565, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. [Signature]



MARYLAND
WASHINGTON COUNTY
FOR RECORD

A 125832
8203925

APR 30 3 10 PM '82

LIBER 31 FOLIO 822
..... Incorporation Record

876

Received for Record August 19, 1982 at 3:10 o'clock P.M.

U3347

Liber 31

AUG 19 82 8 17290 *****5.00

In the Clerk of the Circuit Courts' office for Washington County, Md.

LEITERS' FINE CATERING, INC.

(A Close Corporation Under Title 4 of the Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Samuel C. Leiter, whose post office address is 1948 Lexington Avenue, Hagerstown, Maryland 21740; Virginia E. Leiter, whose post office address is 1948 Lexington Avenue, Hagerstown, Maryland 21740; Daniel C. Leiter, whose post office address is 112 Hampton Road West, Williamsport, Maryland 21795; Bonnie P. Leiter, whose post office address is 112 Hampton Road West, Williamsport, Maryland 21795; David S. Leiter, whose post office address is 108 Iris Way, Charles Town, West Virginia 25414, and Theresa A. Leiter, whose post office address is 108 Iris Way, Charles Town, West Virginia 25414, all being at least 21 years of age, do hereby form a Corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is Leiters' Fine Catering, Inc.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

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

(a) To conduct the business of catering in all its lines; to take charge of and plan, prepare and serve banquets, breakfasts, and dinners; to furnish waiters and waitresses for such banquets, breakfasts and dinners and generally to do everything done by those engaged in a similar line of business; and

(b) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, food and beverage preparation and service, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, generally to conduct the business of caterers, cooks, concessionaires, and purveyors, suppliers, preparers, servers, and dispensers of food and drink; and to engage in all activities associated therewith.

APR 30 9:33

(c) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 112 Hampton Road West, Williamsport, Maryland 21795, in the County of Washington. The name and post office address of the resident agent of the Corporation is Daniel C. Leiter, 112 Hampton Road West, Williamsport, Maryland 21795. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 100 shares without par value, all of one class.

7. Election to have no Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is Virginia E. Leiter.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

- (1) President - Virginia E. Leiter
- (2) Vice President - Daniel C. Leiter
- (3) Secretary - Bonnie P. Leiter
- (4) Treasurer - Bonnie P. Leiter

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be Two Hundred Fifty Thousand (\$250,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 29th day of April, A.D., 1982.

Samuel C. Leiter (SEAL)
Samuel C. Leiter

Virginia E. Leiter (SEAL)
Virginia E. Leiter

Daniel C. Leiter (SEAL)
Daniel C. Leiter

Bonnie P. Leiter (SEAL)
Bonnie P. Leiter

David S. Leiter (SEAL)
David S. Leiter

Theresa A. Leiter (SEAL)
Theresa A. Leiter

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

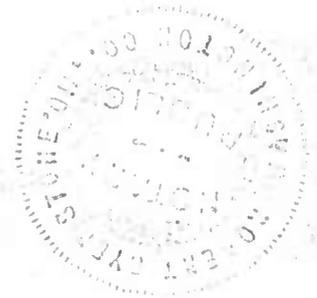
I HEREBY CERTIFY, That on this *29th* day of *April* A.D., 1982, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Samuel C. Leiter, Virginia E. Leiter, Daniel C. Leiter, Bonnie P. Leiter, David S. Leiter, and Theresa A. Leiter, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Robert Byr Stone

Notary Public

My Commission Expires: 7/1/82



ARTICLES OF INCORPORATION
OF
LEITERS' FINE CATERING, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland April 30, 1982 at 9:33 o'clock A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2540, folio 3346, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



WASHINGTON COUNTY RECORD

A 125793
8203872

AUG 10 10 PM '82
LIBER 31 FOLIO 876

Incorporation Record

Received for Record August 19, 1982 at 3:10 o'clock P.M.

Liber 31

In the Clerk of the Circuit Courts' office for Washington County, Md.

AUG 19 1982 B# 17291 *****5.00

H. DELANEY GENERAL CONTRACTOR, INC.

ARTICLES OF INCORPORATION

FIRST: I, Herbert D. Gossard, whose post office address is Route 2, Kemps Mill Road, Williamsport, Maryland 21795, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

H. DELANEY GENERAL CONTRACTOR, INC.

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

- 1. To own and carry on the business of a general contractor.
- 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 3 Hump Road, Hagerstown Maryland. The name and post office address of the Resident Agent of the Corporation is Herbert D. Gossard, Route 2, Kemps Mill Road, Hagerstown, Maryland 21740. 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 ten thousand (10,000) shares of common stock, without par value.

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

- 1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1);
- and 2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

1982 AUG 30 PM 4:57

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Herbert D. Gossard

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.

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 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

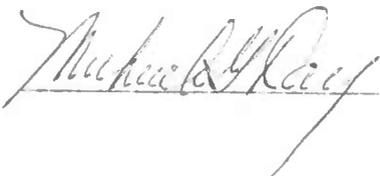
"Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

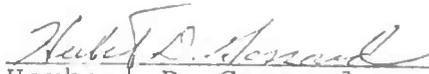
2. The Corporation shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9 day of April, 1982, and I acknowledge the same to be my act.

WITNESS:



 (SEAL)
Herbert D. Gossard

ARTICLES OF INCORPORATION

OF

H. DELANEY GENERAL CONTRACTOR, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland April 30, 1982 at 9:58 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2540, folio 3570 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 40.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



incorporation Record

A 125833
8203926

AVIATION INVESTIGATIONS CORPORATION

ARTICLES OF INCORPORATION

FIRST: The undersigned, Earl Gene Lyman, whose post office address is Route 1, Box 256, Keedysville, Washington County, Maryland, 21756, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is AVIATION INVESTIGATIONS CORPORATION.

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

To carry on the business of an aviation management consulting firm and to do all other things necessary and relating thereto;

To carry on the business of an aviation research and development firm and to do all other things necessary and relating thereto;

To carry on the business of an aviation safety evaluation and appraisal firm and to do all other things necessary and relating thereto;

To engage in any lawful act or activity for which corporations may be generally organized in the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 256, Keedysville, Washington County, 21756. The name and post office address of the resident agent of the Corporation in Maryland are E. Gene Lyman, Route 1, Box 256, Keedysville, Washington County, 21756.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1,000 shares of the par value of \$0.00, all of one class, and having an aggregate par value of \$0.00.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the Corporation. So long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders. The names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are E. Gene Lyman and Carolyn H. Lyman.

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

None.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on May 3, 1982, and acknowledge the same to be my act.



Earl Gene Lyman

ARTICLES OF INCORPORATION
OF
AVIATION INVESTIGATIONS CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 4, 1982 at 9:29 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2541, folio 0701, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 125959

ARTICLES OF INCORPORATION
OF
PSYCHIATRIC AND MENTAL HEALTH SERVICES,
ROBERT E. BYLER, M.D., P.A.

THIS IS TO CERTIFY:

FIRST: That I, Lynn F. Meyers, the subscriber, whose post office address is P.O. Box 1267, Hagerstown, Maryland, being at least eighteen (18) years of age and licensed to practice law in the State of Maryland, do, under and by virtue of Sections 5-101 et seq. of the Maryland Professional Service Corporation Act of the General Laws of the State of Maryland authorizing the formation of Professional Corporations, form a Professional Corporation by the execution and filing of these Articles.

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

PSYCHIATRIC AND MENTAL HEALTH SERVICES,
ROBERT E. BYLER, M.D., P.A.

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

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

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

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

1982 MAY - 7 A 9 55

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

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

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

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

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

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

The foregoing enumeration of the purposes, objects and services of the Corporation is not intended, by mention of any particular purpose, object or service, in any manner to limit or restrict the powers conferred upon the Corporation by the general laws of the State of Maryland. The Corporation is formed upon these articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relating to corporations formed under the Maryland Professional Service Corporation Act of the General Laws of this State; provided, however, that if the Corporation, at any time and for

any reason, ceases to be, or is disqualified from operating as a Professional Service Corporation under and by virtue of the Maryland Professional Service Corporation Act it shall thereupon be converted into, and shall operate thereafter solely as a corporation under the General Laws of the State of Maryland, exclusive of the Maryland Professional Service Corporation Act.

FOURTH: That the post office address of the principal office of the Corporation in the State of Maryland is 1190 Mt. Aetna Road, Hagerstown, Maryland. The resident agent of the Corporation is Robert E. Byler, M.D. whose post office address as resident agent is 1190 Mt. Aetna Road, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have two (2) Directors (which number may be increased or decreased, but not to be less than one (1), pursuant to the By-Laws of the Corporation) and the following named persons shall act as such until the first annual meeting or until a successor or successors are duly chosen and qualify: Robert E. Byler and Lora S. Byler.

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

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

(b) The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of any of such surplus or net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profits in purchasing or acquiring any of

the shares of the stock of the Corporation, or any of its bonds or other evidences of indebtedness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

(c) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion, may fix; and any shares or convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to the holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(d) Except as otherwise provided, herein, the Board of Directors shall have power to declare and authorize the payment of stock dividends, whether or not payable in stock of one class to holders of stock of another class or classes; and shall have authority to exercise, without vote of Stockholders, all powers of the Corporation, whether conferred by law or by these Articles, to purchase, lease or otherwise acquire the business or assets, in whole or in part, of other corporations or unincorporated business entities organized to render the same specific professional service provided for this Corporation.

(e) The Board of Directors shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering on 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.

(f) No Stockholder of this Corporation shall enter into any voting trust agreement or any other type of agreement vesting in another person or entity the authority to execute the voting power of any or all of his shares of Corporation's stock.

(g) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the Stockholders, which is more than a majority of the total number of votes entitled to be cast thereon, such action

shall be effective and valid if taken or authorized by the affirmative vote of a majority of the total number of votes entitled to be cast thereon.

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

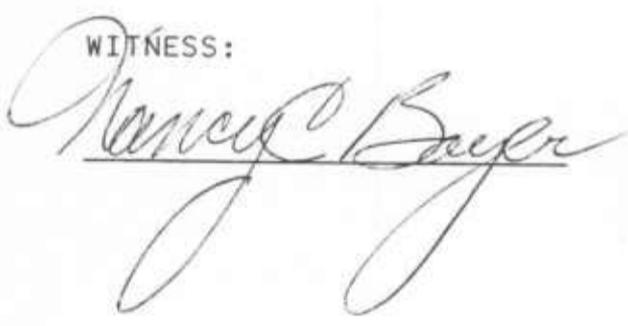
(i) The Corporation shall have such officers, as may from time to time be provided in the By-Laws, subject to the limitations and restrictions therein; and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-Laws or as may be determined from time to time by the Board of Directors subject to the By-Laws.

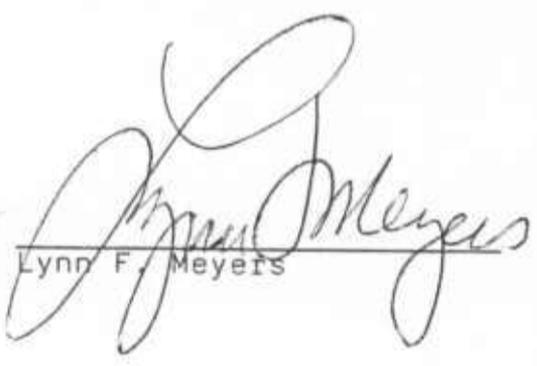
(j) No contract or other transaction between this Corporation and any other firm, association or corporation shall in any way be affected or invalidated by the fact that any one or more of the directors of this Corporation are pecuniarily or otherwise interested in or is a member, director or officer or are members, directors or officers of such firm, association or corporation; any director or directors individually or jointly or any firm, association, or corporation of which any director may be a member, may be a party or parties 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, association or corporation is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof.

EIGHTH: This Corporation shall have perpetual existence.

IN WITNESS WHEREOF, I have signed the Articles of Incorporation and acknowledge same to be my act on the 5th day of May, A.D., 1982.

WITNESS:


Nancy Bauer


Lynn F. Meyers

ARTICLES OF INCORPORATION

OF

PSYCHIATRIC AND MENTAL HEALTH SERVICES,
ROBERT E. BYLER, M.D., P.A.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 10, 1982 at 10:20 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2541, folio 2676, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 126163
8204263

~~13239~~

10-02-82 17:00:00

893

M. I. M. REAL ESTATE SERVICES, INC.

(A Close Corporation under Title 4 of the Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Stephen B. Sagi, whose post office address is 401 Ridge Avenue, Hagerstown, Maryland 21740; Anil Kothari, whose post office address is 144 Lake Road, Morristown, New Jersey 07960; and Burton R. Hoffman, 23 Moller Parkway, Hagerstown, Maryland 21740; all being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is M. I. M. Real Estate Services, Inc.

3. Close Corporation. The corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

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

a) As principal, agent, or broker, and on commission or otherwise; to buy, sell, exchange, lease, let, grant, or take licenses in respect of, improve, develop, repair, manage, maintain, and operate real property of every kind, corporeal and incorporeal, and every kind of estate, right, or interest therein or pertaining thereto; to construct, improve, repair, raze, and wreck buildings, structures, and works of all kinds, for itself or for others; to buy, sell, and deal in building materials and supplies; to advance loans secured by mortgages or other liens on real estate. To act as loan broker. Generally to do everything suitable, proper, and conducive to the successful conduct of a real estate agency and brokerage business in all its branches and departments.

b) To carry on, in its own behalf and in behalf of others, whether as agents, consultants, advisers, independent contractors, or otherwise, a general investment and management advisory business relating to investments and the operation of business, plants, properties, real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof, and without limiting the generality of the foregoing, to act as an investment advisor and management service corporation to any corporation organized or serving as an investment company within the meaning of the Investment Company Act of 1940, as amended, and as in effect from time to time, or any other federal securities laws, to the fullest extent permitted by applicable state and federal laws; and also to conduct any other business not prohibited by law. To maintain executive and operating personnel for the purpose of advising and assisting others in all matters relating to investments and the management and operation of businesses and other properties of every kind. To furnish business investment and management plans and programs, to formulate policies and generally to advise and assist others, under contract or otherwise, in the management of their business, plants, properties and investments. To buy and sell on its own behalf and on behalf of others in connection with the operation, management and development of individual corporate businesses, projects and developments. To conduct research and to investigate businesses and enterprises of every kind and description throughout the world in order to secure information and data for capital investments, both for its own account and as agent for others.

c) To engage in the business of buying, selling and otherwise dealing in or with, in any manner whatsoever, as broker, agent, or principal, and on commission or otherwise, options and all other manner of contracts respecting the purchase, sale, or other disposition of shares, bonds, notes, mortgages,

debentures, and other securities or any interest therein.

To acquire in any manner, subscribe for, purchase and invest in for cash or on margin, receive, hold, own, assign, transfer, sell or otherwise dispose of, endorse, create a security interest in, pledge, or otherwise deal in or with shares of stock and bonds, mortgages, debentures, notes and other securities, obligations, contracts, and evidences of indebtedness (except bills of exchange) of any corporation, association, firm, individual, or government or subdivision thereof; to issue in exchange therefor shares of the capitol stock, bonds, mortgages, debentures, notes or other obligations of the Corporation or otherwise to make payment therefor in any lawful manner, to possess and exercise in respect thereof all the rights, powers and privileges of individual owners or holders thereof, including the right to vote upon any thereof, insofar as a corporation of this character may lawfully do, to guarantee the payment of dividends upon shares of stock and the principal of the interest on bonds, mortgages, debentures, notes and other obligations, contracts, and evidences of indebtedness, and to aid in any other manner any corporation whose shares, bonds, or other obligations are held by the Corporation or in which the Corporation is in anywise interested; and to do anything for the preservation, protection, improvement, or enhancement of the value of any such shares, bonds, mortgages, debentures, notes, or other obligations, and to do anything designed for any such purpose.

To improve, manage, develop, sell, assign, transfer, lease, mortgage, create a security interest in, pledge, or otherwise dispose of or deal with all or any part of the

property of the Corporation, and from time to time to vary any investment or employment of funds of the Corporation.

To investigate and report with respect to, and to undertake, carry on, aid, assist, or participate in, the reorganization or liquidation of any corporation, association or firm and for that purpose and to the extent then permitted corporations organized under the Business Corporation Law of the State of Maryland, to take charge of the properties, manage the affairs, and conduct the business of any such corporation, association, or firm; and in connection with the foregoing, and on its own behalf, to purchase or otherwise acquire, hold, own, develop, improve, lease, exchange, sell, mortgage, grant a security interest in, convey, or otherwise dispose of and deal in and with lands and leaseholds and any interests and rights in real or personal property wheresoever situated, and also any franchises, rights, licenses, or privileges necessary or appropriate for any of the purposes herein expressed.

To purchase or otherwise acquire the goodwill, rights, property and franchises and to take over as a going concern the whole or any part of the assets and liabilities of any person, firm, association, or corporation engaged in the same or similar business, and to hold or in any manner dispose of the whole or any part of the property so acquired; to merge or consolidate with any corporation in such manner as may be permitted by law; and to continue and conduct the whole or any part of the business acquired, insofar as a corporation of this character may lawfully do so, with the right to exercise all powers necessary or convenient in and about the conduct and management of such business.

d) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 33 West Franklin Street, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent of the Corporation is Stephen B. Sagi, 401 Ridge Avenue, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 300 shares without par value, all of one class.

7. Election to have no Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director whose name is Stephen B. Sagi.

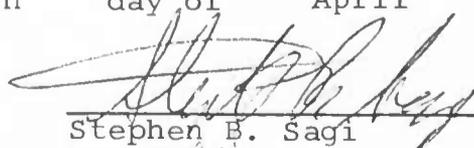
8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

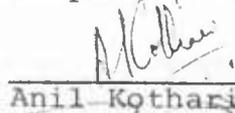
- (1) President- Stephen B. Sagi
- (2) First Vice President-Burton R. Hoffman
- (3) Secretary and Treasurer - Anil Kothari

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the corporation shall be One Million (\$1,000,000.00) Dollars

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 24th day of April, A.D. 1982.

 (SEAL)
Stephen B. Sagi

 (SEAL)
Anil Kothari

 (SEAL)
Burton Hoffman

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 27th day of April A. D. , 1982, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Stephen B. Sagi, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

[Signature]
Notary Public

My Commission Expires: 7/1/82

STATE OF NEW JERSEY, COUNTY OF MORRIS

I HEREBY CERTIFY, That on this 24th day of APRIL A.D., 1982, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Anil Kothari, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

[Signature]
Notary Public

PERVEZ SIDDIQUI
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires April 23, 1985

STATE OF MARYLAND, WASHINGTON COUNTY, To--:-- Wit

I HEREBY CERTIFY, That on this 27th day of April A. D. , 1982, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Burton R. Hoffman, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, who did acknowledge the he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

[Signature]
Notary Public

My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION
OF
M. I. M. REAL ESTATE SERVICES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 11, 1982 at 10:55 o'clock A. M. as in conformity
with law and ordered recorded.

7

Recorded in Liber 2541, folio 3238 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

5.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



MARYLAND
IN COUNTY
FOR RECORD

3 11 PM '82

LIBER 31 FOLIO 893
Not a Public Record
LAND
VAUGHN J. BAKER, CLERK

A 126256

8204303

900

1982 17295 5.00

MAGPIE, INC.

ARTICLES OF INCORPORATION

FIRST: I, William McC. Schildt, whose post office address is 81 West Washington Street, Hagerstown, Maryland, 21740, 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 (hereafter called the "Corporation") is MAGPIE, INC.

THIRD: The purpose for which the Corporation is formed and the business or objectives to be carried on or promoted by it are as follows: to provide architectural services; and to provide construction management services; and to do any and all things necessary and appropriate to such business and to engage in such other lawful trades, business, or activities as the Board of Directors may from time to time determine; and the Corporation shall have all the general powers granted by law to corporations of the State of Maryland and all other powers necessary or appropriate to such purposes not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation is 1118 Hamilton Boulevard, Hagerstown,

95 5 11

Maryland, 21740. The name and post office address of the Resident Agent of the Corporation is Kurt H. Cushwa, 1118 Hamilton Boulevard, Hagerstown, Maryland, 21740. The Resident Agent is a citizen of and actually resides in the State of Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) per share, all of such shares shall be of one class, shall be called common stock, and shall have an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

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). The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Kurt H. Cushwa, Margaret A. Cushwa, and Gerald Spittle.

SEVENTH: The Corporation shall indemnify all persons permitted to be indemnified by the Corporations and Associations Article, Section 2-418 of the Maryland Annotated Code to the fullest extent now or hereafter permitted therein, except that the Corporation shall not be required to purchase

or maintain insurance on behalf of such persons as permitted in Subsection (h) of the Corporations and Associations Article, Section 2-418.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 3rd day of May, 1982.

WITNESS:

Kathleen M. Leonard
Kathleen M. Leonard

William McC. Schildt
William McC. Schildt

ARTICLES OF INCORPORATION

OF

MAGPIE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland May 12, 1982 at 9:56 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2542, folio 0677, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



MARYLAND COUNTY RECORD

APR 13 11 PM '82
51 FOLIO 900
Incorporation Record
LAND VAUGHN J. PAKER, CLERK

A 126364

8204365

ARTICLES OF INCORPORATION

FOR

BDS ENTERPRISES, INC.

(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That, I, Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown Maryland, 21740, being over twenty-one years of age, and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, intend to form a corporation by the execution and filing of these Articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is BDS Enterprises, Inc..

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

- (a) To perform garment manufacturing.
- (b) To improve, manage, develop, sign, assign, transfer, lease, mortgage, grant a security interest in, pledge, or otherwise dispose of or deal with all or any part of the property of the Corporation and from time to time to vary any investment or employment of funds of the Corporation.
- (c) To purchase, lease, or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, 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 business that

LAW OFFICES RICHARD W. LAURICELLA

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, goodwill, franchises or assets by the issue, in accordance with the laws of Maryland, of stock, bonds or other securities of the Corporation or otherwise.

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

(e) 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, or for any other lawful consideration and to secure the payment thereof and of the interest thereon, by mortgage upon, or pledge, discount, or otherwise dispose of such bonds, notes or other obligations of the Corporation for its corporate purposes.

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

(g) 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.

The aforesaid enumeration of the purposes, objects and the 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 to restrict the generality of any other purposes, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the Articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 36 W. Lee Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Richard W. Lauricella, whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Hundred (\$100.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value is One Hundred Thousand (\$100,000.00) Dollars. The issuance or sale of any stock of the Corporation, including treasury stock, shall require the unanimous consent of all shareholders. The Corporation shall not have outstanding any: (1) Securities which are convertible into stock; (2) Voting securities other than stock; (3) Options, warrants, or other rights to subscribe for or purchase any of its stock, unless they are non-transferable.

SIXTH: The number of Directors of the Corporation shall be one (1) until a Director's organizational meeting is held and at least one share of stock issued, at which time the Corporation elects to have no Board of Directors, pursuant to Section 4-302, Corporations and Associations, Annotated Code of Maryland. The name of the Director who shall act until at least one share is issued shall be Linda Schmeil.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of May, 1982.

WITNESS:

Clair M. Campbell

Richard W. Lauricella
Richard W. Lauricella

LAW OFFICES RICHARD W. LAURICELLA

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 11th day of May, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella, Esquire, who did acknowledge the foregoing to be his voluntary act and deed.

Witness my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1982

Ann E. Helms
Notary Public

LAW OFFICES RICHARD W. LAURICELLA

ARTICLES OF INCORPORATION
OF
BDS ENTERPRISES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 14, 1982 at 9:34 o'clock A M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2542, folio 0798, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



MARYLAND
WASHINGTON COUNTY
FOR RECORD
3 11 PM '82
LIBER 31 FOLIO 904
Incorporation Record
VAUGHN J. BAKER, CLERK

A 126381

8204432

TRI-STATE HEARING AID CENTER, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 30th day of April, 1982, by and between Tri-State Hearing Aid Center, Inc., a Maryland corporation (hereinafter sometimes referred to as the "Transferor"), and Tri-State Hearing Aid and Audiology Center, Inc., a Maryland corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are: Tri-State Hearing Aid and Audiology Center, 63 East Franklin St. , Hagerstown, Maryland 21740.

THIRD: The name and state of incorporation of each corporation to these Articles of Sale and Transfer are as follows:

Transferor is Tri-State Hearing Aid Center, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Tri-State Hearing Aid and Audiology Center, Inc., a corporation organized under the general laws of the State of Maryland.

Transferee was incorporated on March 31, 1982, under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by transferee for the property and assets hereby transferred to it as set forth in article NINTH herein, is Fifty Thousand (\$50,000.00) Dollars to be paid to Transferor in accordance with the terms and conditions set forth in an agreement of sale (hereinafter referred to as the "Agreement") between Transferee and Transferor dated April 15, 1982.

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. There is no real property owned by the Transferor corporation.

SIXTH: The location of the principal office of Transferee in the State of Maryland is 63 East Franklin St, Hagerstown, Maryland 21740. Transferee owns no property in this State.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Maryland under which Transferee was organized.

NINTH: In consideration of the payment to Transferor of Fifty Thousand (\$50,000.00) Dollars in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns: See attached Exhibit A.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed, and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferee, a Maryland corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, Tri-State Hearing Aid Center, Inc. and Tri-State Hearing and Audiology Center, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of

Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or and attested by the secretary, as of this 30th day of April, 1982.

ATTEST:

Cynthia Summers
Secretary

TRI-STATE HEARING AID CENTER, INC.

BY: *James E. Summers*
President

ATTEST:

Betty Jensen
Secretary

TRI-STATE HEARING AND AUDIOLOGY CENTER, INC.

BY: *Betty Jensen*
President

THE UNDERSIGNED, President of TRI-STATE HEARING AID CENTER, INC., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

James E. Summers
President

THE UNDERSIGNED, President of TRI-STATE HEARING AID AND AUDIOLOGY CENTER, INC., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Betty Jensen
President

EXHIBIT A

FURNITURE-FIXTURES-EQUIPMENT

Sound Booth IAC H
Sound Booth F
Sound Booth Homemade H
Qualitone Dynamic Wide Range Audio
Zenith 133 with speech
Zenith 133 with speech
Zenith Auralyzer
Zenith Auralyzer
Damp Wave Generator
Fonix 5500
Fonix 5000
File Cabinets-1-H
File Cabinets-2-H
File Cabinets-3-H
File Cabinets-4-H
File Cabinets-5-H
File Cabinet locking office area-6-H
Copy Machine 3M 149 copier
IBM Executive Typewriter
Adding Machine
Starkey Care Unit
Addressograph and Cabinet
Large counter desk
Display and Typewriter Desk
Other small files
6 Chairs
2 Comfortable Chairs
Bookcase
3 Small tables
Lamp
Clothes Tree
Clock

Room I	2 Service desks (with file drawer) 1 Shelving unit (with file drawer) 5 Chairs Clock
Room II	2 Service desks Table for Audiometer Table and lamp 5 Chairs Clock
Room III workroom	Built-in cupboards 1 Large table 1 Old desk and chair Metal shelves-7 Two 2 drawer closets (metal) Stool All tools etc. Refrigerator Old file cabinet
Back	Floor scrubber and polisher 2 Sweepers 3 Portable Zenith 110 Closet type cabinet Coffee pot-large Vace unit Electone Modle 210 Analyzer Counter desk unit
Office	2 Regular desks 1 Large L-shape desk with typewriter area Service desk
Test Room	3 Chairs Stool Book shelf Parsons table Table Service desk Intercom system Volt meter-2

~~3042~~

Frederick	Typewriter Showcase (walnut) Adding machine
Frederick Office & Work area	Work benches and accessories Clock Stool Portable heater Refrigerator Cabinet 1 desk
Frederick Reception	Desk and chair 2 Four drawer files Stool Typewriter table Large display case Flower box Ledger stand 2 parson's tables 3 chairs Table and lamp Service table and lamp

EXCLUSIONS-PERSONAL ITEMS

Typewriter
 Adding Machine
 Television in Hagerstown Office
 Pictures etc. wall hangings
 Antique table in Frederick Office
 Strong Box
 Hall Tree
 Personal Books
 Radio
 Small Refrigerator in Frederick office

ALLOCATION OF PURCHASE PRICE

<u>DESCRIPTION</u>	<u>AMOUNT</u>
Furniture, fixtures and equipment	\$ 28,000.00
Covenant not to compete	6,000.00
Inventory	4,000.00
Goodwill	<u>12,000.00</u>
 TOTAL	 \$ 50,000.00

ARTICLES OF SALE AND TRANSFER

BETWEEN

TRI STATE HEARING AID CENTER, INC. (MD. CORP.)

INTO

TRI-STATE HEARING AID & AUDIOLOGY CENTER, INC. (MD. CORP.) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland May 11, 1982 at 10:06 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2542, folio 3036, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 24.00 Special Fee paid \$ _____

6.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



MARYLAND COUNTY RECORD

APR 19 11 PM '82
31 JULIO 90
Incorporation Record
LAND VAUGHN J. BAKER, CLERK

A 126573

8204646

ARTICLES OF INCORPORATION

CHIC'S SEAFOOD, INC.

FIRST: I, Henry D. Burkett, Sr., whose post office address is 1021 Florida Avenue, Hagerstown, Maryland 21740 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Chic's Seafood, Inc.

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

(1) To engage in the retail sale and generally trade and deal in seafood and other food products, and beverages of every nature, kind and description; to perform all necessary and proper related services and activities in connection therewith; 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 the principal office of the Corporation in this State is 300 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Henry D. Burkett, Sr., 1021 Florida Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

(1) If there is not 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 elected and qualify are: Henry D. Burkett, Sr. and Ernest H. Schuhly.

~~3138~~

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation 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 are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

EIGHTH: 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 actions to be effective and valid only if taken or approved by the unanimous vote of the shares entitled to be cast thereon, and 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 such action to be taken or authorized other than as provided by this Article EIGHTH.

NINTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and the Directors and Stockholders thereof:

(1) With respect to:

(a) 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;

(b) The redemption by the Corporation of shares of its own stock or the purchase or other acquisition by the Corporation of its own shares;

(c) The purchase by the Corporation, other than in the ordinary course of business, of property and assets at a cost equivalent to or greater than fifty (50%) percent of the net worth of the Corporation as reflected on the balance sheet most recent to the date of such purchase;

(d) The amendment of any implied or express employment agreement, or the alteration of the terms set forth therein, between the Corporation and Henry D. Burkett, Sr. and the Corporation and Ernest H. Schuhly;

(e) The amendment of the By-Laws of the Corporation if such amendment substantially adversely affects the contract rights of any Stockholder of the Corporation;

and notwithstanding any provision of law requiring such action to be taken or authorized other than provided in this Article ELEVENTH, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, any such action shall be effective and valid only if taken or approved by the unanimous vote by the shares entitled to be cast thereon.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of May, 1982, and I acknowledge the same to be my act.



~~3173~~

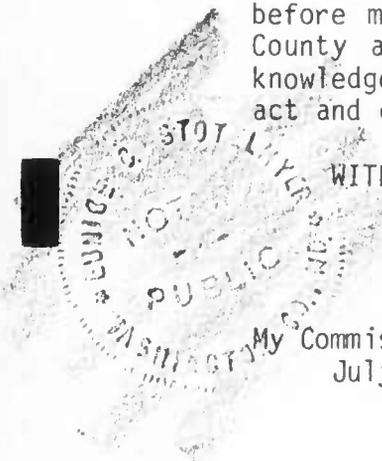
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 14th day of May, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Henry D. Burkett, Sr. and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Eunice C. Stetson
Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF INCORPORATION
OF
CHIC'S SEAFOOD, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 20, 1982 at 3:00 o'clock P. M. as in conformity
with law and ordered recorded.

5
3136

Recorded in Liber 2542, folio _____, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the _____ Circuit Court of _____ Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



MARYLAND
WASHINGTON COUNTY
FOR RECORD

3 11 PM '82

31
LAND 918
INCORPORATION RECORD
VAUGHN J. BAKER, CLERK

A 126594

8204664

POWELL CONSTRUCTION, INC.

ARTICLES OF INCORPORATION

FIRST: I, SAMUEL O. POWELL, whose post office address is 1115 Oak Hill Avenue, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is POWELL CONSTRUCTION, INC.

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

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

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

(2) To carry on the primary business in which the Corporation intends to initially engage; to employ engineers, architects, builders, and other contractors for the purpose of or in connection with the construction, erecting, altering, repairing, improving, or doing any other work in connection with any houses, industrial buildings, commercial buildings, plants, workshops, factories, schools, or other buildings, works or structures of every kind and description whatsoever; and to manufacture, buy, sell, purchase, distribute, and deal in any and

1982 MAY 20 A 9 36

all kind of building materials, building supplies, or products of any and every kind or character, and to do any and all things necessary and proper to effect such purpose; and to engage in any other lawful purpose and/or business; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 1115 Oak Hill Avenue, Hagerstown, Maryland, 21740.

The name and post office address of the Resident Agent of the Corporation in this State are Samuel O. Powell, 1115 Oak Hill Avenue, Hagerstown, Maryland, 21740.

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

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

SEVENTH: The number of directors shall be four (4), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the directors, who shall act until the first annual meeting or until their successor is duly chosen and qualified are: Samuel O. Powell, Patricia M. Powell, Robert P. Molten, and Marion Stevens Molten.

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

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

Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of the stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

TENTH:

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the indemnification section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) or (c), of the indemnification section or any claim, issue, or a 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 unless and until it shall have been determined and authorized in the specific case by (a) an affirmative vote at a duly constituted meeting of

a majority of the Board of Directors who are not parties to the proceedings; or (b) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5TH day of MAY, 1982, and I acknowledge the same to be my act.

WITNESS:

Patricia M. Powell

Samuel O. Powell

SAMUEL O. POWELL

ARTICLES OF INCORPORATION
OF
POWELL CONSTRUCTION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 20, 1982 at 9:36 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2542, folio 5 3454, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



MARYLAND
COUNTY
RECORD

A 126648

8204683

Aug 19 3 11 PM '82
31 JULIO 923
Incorporation Record
LAND
VAUGHN J. BAKER, CLERK

Received for Record August 19, 1982 at 3:11 o'clock P.M. Liber 31
In the Clerk of the Circuit Courts' Office for Washington County

AUG 19 82 B# 17300 *****5.00

ARTICLES OF AMENDMENT OF THE
FAIRVIEW SPORTSMENS ASSOCIATION, INC.

The Fairview Sportsmens Association, Inc., a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called Corporation), hereby certifies to the Department of Assessment and Taxation that:

FIRST: Article Fourth of the Charter of the Corporation is hereby amended by deleting it in its entirety and replacing it with the following paragraph:

"The total amount of the capital stock of the said Corporation is \$100,000 divided into 10,000 shares of the par value of \$10 each. The Association will issue new stock which shall bear the following restriction: 'This stock may not be sold, given, transferred, bequeathed or conveyed in any manner except by a conveyance back to the Association. If the owner identified herein should cease to be a member of the Association, this stock shall automatically revert to the Association (subject to the right of the stockowner or his estate to be compensated in accordance with the By-Laws) and this certificate shall be null and void.' Within 60 days following written notice of the approval of this Amendment by the State Department of Assessments and Taxation each stockholder shall exchange his old stock for his choice of either (A) one (1) share of new restricted stock for every 27 shares of old stock surrendered, or (B) \$25 for each share of old stock surrendered. The membership of any person failing to surrender his old shares of stock as aforesaid shall be suspended until such time as the old stock is surrendered."

1982 MAY 19 A 10:36

IN WITNESS WHEREOF, the Fairview Sportsmens Association, Inc., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary on this 17 day of May, 1982.

WITNESS:

FAIRVIEW SPORTSMENS ASSOCIATION, INC.

Gerald L. Smith, Jr.
Gerald L. Smith
Secretary

BY: William S. Barnes, Jr.
William S. Barnes
President

(SEAL)

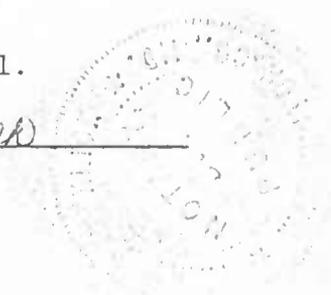


STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17 day of May, 1982, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared William S. Barnes, President of the Fairview Sportsmens Association, Inc., a Maryland Corporation and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and at the same time personally appeared Gerald L. Smith, and made affirmation in due form of law that he was Secretary of the meetings of the Directors and of the members of said Corporation at which the Amendments of the Charter of the Corporation therein set forth were approved by the duly elected Directors and by the holders and by a vote of the holders of more than two-thirds of the shares of stock entitled to vote thereon and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

May Par Kirk
Notary Public



My Commission Expires:
July 1, 1982

ARTICLES OF AMENDMENT
OF
FAIRVIEW SPORTSMENS ASSOCIATION, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 24, 1982 at 1:00 o'clock P M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2543, folio 1478, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 126781
8204811

~~11878~~
931

Received for Record August 19, 1982 at 3:11 o'clock P.M. Liber 31
In the Clerk of the Circuit Courts' office in Washington County

ARTICLES OF INCORPORATION

OF

THE COUNCIL FOR CRIPPLED CHILDREN AND ADULTS, INC.

FIRST: I, M. Albert Morningstar, whose post office address is 146 West Patrick Street, Frederick, Maryland 21701, 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 The Council for Crippled Children and Adults, Inc.

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

A. To engage in activities to improve the health, welfare, education, rehabilitation, employment, and recreation facilities and opportunities for crippled children and adults of the State of Maryland, regardless of race, color or creed. To cooperate with all public and private agencies in any and all services for the crippled and handicapped. To establish and operate projects rendering direct service to the crippled and handicapped when such service is not a duplication of one being offered by an existing agency. To expend every effort and resource reasonably necessary to meet the needs of the crippled and handicapped. To collect, compile, and disseminate information relative to the causes and prevention of crippling, the types and incidence of crippling and the needs of the crippled and handicapped. To formulate and recommend local and federal legislation intended to assist and improve services for the crippled and handicapped. To receive, use, hold and apply funds, gifts, bequests and endowments or the proceeds thereof. To purchase, lease, or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real and personal property, wheresoever situate.

B. The Corporation is organized exclusively for such purposes that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States

1982 MAY 13 A 10:25

Internal Revenue law) and, more specifically, to receive and administer funds for the public welfare, for the public education, and in the public interest, and for no other purposes, and, to that end, to take and hold, by bequest, gift, purchase, or lease, either absolutely or in trust, for such objects and purposes of any of them, any property, real, personal, or mixed, without limitations as to the amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal, or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument, for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers obtained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more such purposes, if authorized and directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it shall, in the opinion of the Board of Trustees, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, education, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent such powers are in furtherance of exempt purposes.

C. No part of the net earnings of the Corporation shall inure to

the benefit of or be distributable to its numbers, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying-on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision or these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue law).

FOURTH: The post office address of the principal office of the Corporation in this state is Professional Arts Building, 5 Public Square, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this state is Peggy Czechanski, Professional Arts Building, 5 Public Square, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

FIFTH: The Corporation is not organized for profit. It shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to, its members shall be as set forth in the bylaws of the Corporation.

SIXTH: The Corporation shall be governed by a Board of Trustees, which Board shall consist of three (3) trustees. The membership of the Board of Trustees may be increased or decreased pursuant to the bylaws of the Corporation but shall never be less than three (3). The name of the initial trustee who shall serve until the organizational meeting is Joseph S. McClintock, whose

address is 249 West Patrick Street, Frederick, Maryland 21701.

SEVENTH: Upon the dissolution of the Corporation's affairs and upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other state having a similar or analogous character to which the property previously belonged or, if such does not exist, to a charitable organization designated by the Board of Trustees.

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

NINTH: In these Articles of Incorporation,

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

B. The term "charitable purposes" shall be limited to and shall include only religious, charitable scientific testing for public

safety, literary or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

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

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

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

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

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

ELEVENTH: 1. As used in this Article Eleventh, 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 may indemnify a present or former trustee or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any corporate representative other than

a present or former trustee 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 trustee or officer successfully defends on the merits or otherwise any proceeding referred to in Subsections (b) or (c) of the Indemnification Section of any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former trustee or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by an affirmative vote at a duly constituted meeting of a majority of the Board of Trustees who were not parties to the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 10th day of May, 1982, and I acknowledge same to be my act.

Witness;

Winifred N. Everhart
Winifred N. Everhart

M. Albert Morningstar
M. Albert Morningstar

ARTICLES OF INCORPORATION
OF
THE COUNCIL FOR CRIPPLED CHILDREN AND ADULTS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 25, 1982 at 2:30 o'clock P. M. as in conformity
with law and ordered recorded.

7

Recorded in Liber **2543**, folio **1274** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

5.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. [Signature]



MARYLAND
COUNTY
RECORD

A 126747

8204834

3 11 PM '82
LIBER 31 FOLIO 931
Incorporation Record
VAUGHN J. RAFFER, CLERK

938

EQUITY MORTGAGE, INC.
ARTICLES OF INCORPORATION

FIRST: The undersigned, Derrick L. Betts, whose post office address is 863 Dewey Avenue, Hagerstown, Maryland being at least eighteen (18) years of age, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations.

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

Equity Mortgage, Inc.

THIRD: The purposes for which the Corporation is formed and the business or objects to be carried on and promoted by it, within the State of Maryland, or any other State or States of the United States, or any territory or possession thereof, whether presently or hereafter annexed, or any foreign country or countries, or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

1. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.
2. To carry on, on its own behalf and in behalf of others, whether as agents, brokers, consultants, advisers, independent contractors, or otherwise, a general mortgage brokerage, investment, management, and advisory business relating to financing, investments and the operation of business, properties, real and personal property of every kind, in the United States and foreign countries, subject to the applicable laws thereof.
3. To enter into partnerships, joint ventures, and other business associations for any lawful purpose.
4. To purchase, lease and otherwise acquire, hold, mortgage and otherwise dispose of all kinds of property, real, personal and mixed, both in this State and in any part of the world.
5. To prosecute and execute, directly or indirectly, such other works, undertakings, projects or enterprises, in which or for the pursuance of which or on the security thereof, the company shall have invested money, embarked capital, engaged its credit or to acquire, and to pay for in cash, stock or bonds of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.
6. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or

any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

7. To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, transfer, mortgage, pledge or otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, scrip, warrants, rights, bonds, debenture, notes, trust receipts and other securities, obligations, choses in action and evidences of indebtedness or interest issued or created by any corporations, joint stock companies, syndicates, associations, firms, trust or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any state, territory, province, municipality or other political subdivision or by any governmental agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon and to do any and all acts and things necessary or advisable for the preservation, protection, improvement, and enhancement in value thereof.
8. To borrow or raise moneys for any of the purposes of the corporation and, from time to time without limit as to the amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.
9. To loan to any person, firm or corporation any of its surplus funds either with or without security.
10. To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.
11. To carry out along or in conjunction with others, all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in any and all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America, and in foreign countries, and to do any or all of the things hereinbefore set forth to the same extent as natural persons might or could do.
12. The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.
13. The corporation shall be authorized to exercise and enjoy all of the power, rights and privileges granted to, or conferred upon, corporations of a similar character by the 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; provided, that the corporation shall not carry on any business

or exercise any power in the State of Maryland or in any state, territory, or country which under the laws thereof the corporation may not lawfully carry on or exercise.

14. To engage in any lawful act or activity for which corporations may be organized under the Corporations and Associations Article of the Maryland Annotated Code (1975 Edition, as amended).

FOURTH: The post office address of the principal office of the Corporation in this State is 863 Dewey Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation of this State is Derrick L. Betts, 863 Dewey Avenue, Hagerstown, Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares with One Cent (\$0.01) par value.

SIXTH: The number of directors of the Corporation shall be no less than one (1) and no more than five (5). The names of the directors who shall act until the first annual meeting of the stockholders of the Corporation and until their successors are duly chosen and qualified are:

Derrick L. Betts

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 or classes, whether now or hereafter authorized, provided that the Board unanimously approves such issuance.
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.
3. Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as the holder of any amount of its capital stock or otherwise, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated;

PROVIDED, HOWEVER, THAT

- (1) The fact of the common directorship or interest is disclosed or known to:
 - (i) The Board of Directors and the Board authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or
 - (ii) The stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm, or other entity; or
- (2) The contract or transaction is fair and reasonable to the Corporation.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be 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 enforced.

- 4. 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. 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 or merger.
- 5. The following actions shall be valid and effective only if unanimously taken or approved by all the directors entitled to vote thereon:
 - (a) the amendment of the Charter of the Corporation;
 - (b) the consolidation of the Corporation with one or more other 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 voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

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

- 1. The Corporation shall indemnify any director or officer of the Corporation

(a) who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or on behalf of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or,
 (b) is or was serving at the request of the Corporation as director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise,
 such officer or director shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding,
 (c) if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

2. The Corporation shall indemnify any director or officer of the Corporation
 - (a) who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action or suit, by or on behalf of the Corporation to procure a judgment in its favor,
 - (b) by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, such officer or director shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit,
 - (c) if he acted in good faith and in a manner he reasonably believed to be in (or not opposed to) the best interests of the Corporation.

However no indemnification shall be made in respect of any claim, issue, or matter in which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation, unless, and only to the extent that, the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
3. To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action suit or proceeding referred to in paragraph 1 or 2 of this Article NINTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article NINTH.
4. Any indemnification under paragraph 1 or 2 of this Article NINTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 or 2 of this Article NINTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a

quorum is not obtainable, or, even if obtainable, such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

- 5. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the particular case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.
- 6. Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.
- 7. Any indemnification pursuant to this Article NINTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this *19th* day of *May*, 1982, and I acknowledge the same to be my act.

Derrick L. Betts
DERRICK L. BETTS

WITNESS:

Mary L. Maenatt *14601 Carrollton Rd* (SEAL)
Rockville, MD.

_____ (SEAL)

_____ (SEAL)

ARTICLES OF INCORPORATION
OF
EQUITY MORTGAGE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 25, 1982 at 10:00 o'clock A M. as in conformity
with law and ordered recorded.

7

Recorded in Liber **2543**, folio **1303** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ _____

5.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D.W. Hill



MARYLAND
WASHINGTON COUNTY
CLERK OF RECORD

3 11 PM '82

LIBER 31 FOLIO 938
incorporation record
LAND
VAUGHN J BAKER, CLERK

A 126752

8204839

du

MARYLAND LIGHT ARTILLERY INCORPORATED

ARTICLES OF INCORPORATION

The undersigned, Thomas G. Clemens, Lawrence E. Clemens, and Steven Oney, whose post office addresses are: BOX 211 Smithsburg Md. 21783, 3535 Manorwood Dr. Hyattsville Md. 20783, and 4804 Crosswoods Ave. Baltimore Md. 21214, being at least 18 years of age, do hereby form a corporation under the general laws of the State of Maryland.

The name of the Corporation is: Maryland Light Artillery Incorporated.

The purpose of this corporation is to re-create the ~~xxx~~ heritage of the Maryland soldiers of the Civil War. This will be accomplished by presenting living history demonstrations, encampments and lectures in conjunction with the National Park and State Park Services as well as private individuals that may sponsor us. All income derived from these activities will be used by the Corporation to defray the cost of operations.

1982 MAY 26 A 10:15

The post office address of the principal office of the Corporation in Maryland is: P.O. Box 211 Smithsburg Md. 21783. The name of the resident address of the resident agent is Thomas Clemens and the address is the same as above.

The Corporation will not issue capital stock. ✓

The number of directors of the Corporation shall be 3, which may be increased or decreased pursuant to the bylaws of the Corporation. The names of the directors who shall act until the first meeting of the Corporation are Thomas G. Clemens, Lawrence E. Clemens, and Steven Oney.

The duration of the Corporation shall be perpetual.

In witness whereof we have signed these articles on May 23,

1982 and acknowledge the same to be our act.

Steven Oney (Sec) *Lawrence E. Clemens (Tres)* *Thomas G. Clemens (Pres)*

ARTICLES OF INCORPORATION
OF
MARYLAND LIGHT ARTILLERY INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 26, 1982 at 10:15 o'clock A. M. as in conformity
with law and ordered recorded.

2

Recorded in Liber **2543**, folio **1555** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 126794

8204899

PRICE FARMS, INC.
ARTICLES OF AMENDMENT

Price Farms, Inc., a Maryland farming Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out Article FOURTH and inserting in lieu thereof the following:

"FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 269, Boonsboro, Maryland 21713. The name of the Resident Agent of the Corporation is Terry A. Price; said Resident Agent is an individual residing in Maryland, at Route 1, Box 269, Boonsboro, 21713

SECOND: The charter of the Corporation is hereby amended by decreasing the number of directors pursuant to Item Sixth from five to three.

THIRD: The Board of Directors of the Corporation, at an annual meeting duly convened and held on 4 January 1982, adopted a resolution in which was set forth the foregoing amendment to the charter, declaring that the said amendment of the charter was advisable and directing that it be submitted for action thereon at the Annual Meeting of the Stockholders of the Corporation to be held immediately thereafter on 4 January 1982.

FOURTH: Notice setting forth the said amendment of charter

~~1982 MAY 20 4 10 37~~

and stating that a purpose of the meeting of the stockholders would be to take action thereon, was given as required by law, to all stockholders of the Corporation entitled to vote thereon. The amendment of the charter of the Corporation as hereinabove set forth was approved by the stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of Price Farms, Inc., who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature
and Corporate Seal:

PRICE FARMS, INC.

Ruth R. Price
Ruth R. Price
Secretary

By Terry A. Price
Terry A. Price
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY that on this 17th day of May, A.D., 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Terry A. Price, President of Price Farms, Inc., a Maryland corporation, and in the name and on behalf of said Corporation acknowledged the

foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

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

Betty A. Hurster
Notary Public

My Commission Expires:
1 July 1982



ARTICLES OF AMENDMENT
OF
PRICE FARMS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland May 26, 1982 at 10:00 o'clock A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber **2543**, folio **3195** one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



A 126992

8204917

ARTICLES OF INCORPORATION
OF
THE BOONSBORO AMBULANCE AND RESCUE
SERVICE, INCORPORATED

We, Thomas E. Bikle, Route 1 Box 36, Boonsboro, Maryland;
Randy E. Wilkinson, Route 3, Boonsboro, Maryland; Carroll G.
Strailman, 418 North Main Street, Boonsboro, Maryland; and
Earl E. Breeden, 36 North Main Street, Boonsboro, Maryland;
each being eighteen (18) years of age or older, and acting
as incorporators, do hereby form a corporation under the
general laws of the State of Maryland.

FIRST: The name of the corporation shall be The Boonsboro
Ambulance and Rescue Service, Incorporated (hereinafter referred
to as "the Corporation").

SECOND: The purposes for which the Corporation is formed
are to operate and maintain ambulances and rescue vehicles
suitable to support rescue operations in, and to serve the
needs of, Boonsboro, Maryland and the surrounding areas; to
operate mutual aid services as appropriate; and to carry on
any other functions and services allowed by law.

THIRD: The address of the principal office of the Cor-
poration shall be located at 5 St. Paul Street, Boonsboro,
Maryland, 21713.

FOURTH: The resident agent of the Corporation shall be
Thomas E. Bikle, and his address is Route 1 Box 36, Boonsboro,
Maryland, 21713.

FIFTH: The Corporation is a nonstock corporation, and
it shall have no authority to issue capital stock.

SIXTH: The Corporation shall have a board of directors
consisting of five (5) directors, or any greater or lesser
number, not less than three (3), as may be provided in the
Bylaws. Until the first annual meeting and until their suc-
cessors are elected and qualify, Thomas E. Bikle, Randy E.
Wilkinson, Carroll G. Strailman, Earl E. Breeden, and Barbara
Rodenhiser of 133 Lakin Avenue in Boonsboro, will serve as
directors.

1982 APR 19 A 9
1982 APR 22 A 9:25

SEVENTH: The membership of the Corporation shall be divided into classes. Those classes shall be identified and described in the Bylaws.

EIGHTH: The Corporation shall have powers to sue and be sued, claim and defend in all courts.

NINTH: The Corporation may exist perpetually.

WITNESS our hands and seals:

Thomas E. Bikle
THOMAS E. BIKLE

Randy E. Wilkinson
RANDY E. WILKINSON

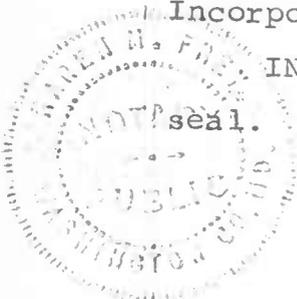
Carroll G. Strailman
CARROLL G. STRAILMAN

Earl E. Breeden
EARL E. BREEDEN

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 7th day of April, 1982, before me, the subscriber, a notary public in and for the State and County aforesaid, personally appeared THOMAS E. BIKLE, who acknowledged the foregoing execution of the Articles of Incorporation to be his act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and official



Karen M. Frey
NOTARY PUBLIC

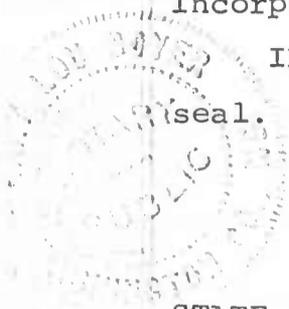
STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 13th day of April, 1982, before me, the subscriber, a notary public in and for the State and County aforesaid, personally appeared CARROLL G. STRAILMAN, who acknowledged the foregoing execution of the Articles of

Incorporation to be his act and deed.

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

Mary Lou Boyer
NOTARY PUBLIC



STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 8th day of April, 1982, before me, the subscriber, a notary public in and for the State and County aforesaid, personally appeared RANDY E. WILKINSON, who acknowledged the foregoing execution of the Articles of Incorporation to be his act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and official

Karen M. Facy
NOTARY PUBLIC



STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 14th day of April, 1982, before me, the subscriber, a notary public in and for the State and County aforesaid, personally appeared EARL E. BREEDEN, who acknowledged the foregoing execution of the Articles of Incorporation to be his act and deed.

IN WITNESS WHEREOF, I hereunto set my hand and official

Janet C. Smith
NOTARY PUBLIC



ARTICLES OF INCORPORATION

OF

THE BOONSBORO AMBULANCE AND RESCUE SERVICE, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation of Maryland April 29, 1982 at 9:25 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2540, folio 2808, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



MARYLAND COUNTY RECORD

A 125722

8203774

Aug 19 3 11 PM '82
31 JULIO 951
Incorporation Record
VAUGHN J. BAKER, CLERK

lrb

Received for Record August 19, 1982 at 3:12 o'clock P.M.

Liber 31

In the Clerk of the Circuit Courts Office for Washington County

AUG 19 82 B# 17306 *****1.25

955

RIDGE WATER CORPORATION
P. O. Box 283
Keedysville, Maryland 21756

RESOLUTION OF DIRECTORS

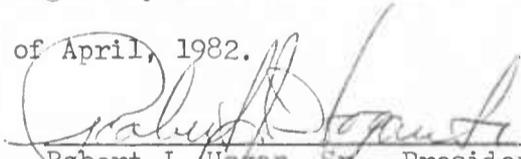
At a meeting of the Board of Directors of Ridge Water Corp., a corporation of the State of Maryland, duly held on the 3rd day of April 1982, the following resolution was adopted:

RESOLVED: That the location of the principal office of this Corporation within the State of Maryland be and it is hereby changed from 1403 Gridley Lane, Silver Spring, Maryland to P. O. Box 283, Keedysville, Maryland 21756

CERTIFICATE OF CHANGE

RIDGE WATER CORP., a corporation of the State of Maryland, hereby certifies that the foregoing is a full, true and correct copy of the resolution adopted by the Board of Directors at the meeting above mentioned.

IN WITNESS WHEREOF, the said Corporation has caused this Certificate to be signed by its President and Secretary this 4th day of April, 1982.


Robert J. Hogan, Sr., President


Eunice L. Jacquot, Secretary



1982 MAY 14 P 10:07

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

RIDGE WATER CORPORATION

1378

received for record May 14, 1982

, at 10:07 A. M.

and recorded on Film No. 2592

Frame No. 0914 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County

AA No 20513 A.

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Mr. Clerk Mail to: Ridge Water Corporation
P. O. Box 283
Keedysville, Maryland 21756

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

AUG 19 3 12 PM '82

LIBER 31 1000 955
Succession Record
LAND
VAUGHN J. BAKER, CLERK

Received For Record Sept 27, 1982 at 12:00 o'clock pm libe 31
CONRAD W. VARNER, P.A.

SEP 27 82 AM 1 394 *****5.00

ARTICLES OF INCORPORATION

FIRST: I, Conrad W. Varner, whose post office address is Suite 500, 82 W. Washington Street, Hagerstown, Maryland, 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, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter referred to as the "Corporation") is Conrad W. Varner, P.A.

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

(1) To engage in the general practice of law in the State of Maryland;

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

FOURTH: The post office address of the principal office of the Corporation in this State is 82 W. Washington Street. The name and post office address of the Resident Agent of the Corporation in this State is Conrad W. Varner, 82 W. Washington Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than two (2). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Conrad W. Varner, JoAnn S. Dittmann.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor 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.

1982 JUN 11 A 10:52

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 authorized the issuance from time to time of shares of its stock of any classes, whether now or hereafter authorized.

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

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. With respect to:

- (a) the amendment of the Charter of the Corporation;
 - (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
 - (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
 - (d) the issuance of shares of stock of any class now or hereafter authorized, 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 share;
 - (e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
 - (f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
 - (g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation;
- such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or 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 EIGHTH 3.

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 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 10th day of June, 1982, and I acknowledge same to be my act.

Conrad W. Varner
Conrad W. Varner

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY that on this 10th day of June, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared CONRAD W. VARNER, who acknowledged the foregoing Articles to be his/her act.

Witness my hand and official Notarial Seal.

Jeanne E. Staley
Notary Public

My Commission Expires:
July 1, 1983



ARTICLES OF INCORPORATION

OF

CONRAD W. VARNER, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 17, 1982 at 10:03 o'clock A. M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2546, folio 0794 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Varner



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

SEP 27 12 00 PM '82

LIBER _____ FOLIO _____ LAND _____ VAUGHN J. BAKER, CLERK

A 127784

8205852

ARTICLES OF INCORPORATION

Received For Record Sept. 27, 1982 at 12:00 o'clock pm liber 31

SEP 27 82 AM 1 395

1. Incorporators. The undersigned, whose post office addresses are noted with their names, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

Harold V. Iseminger
218 Oak Valley Drive
Hagerstown, Maryland 21740

Maynard H. Plum
301 Oak Valley Drive
Hagerstown, Maryland 21740

Ralph L. Hause
7 Woodvale Court
Hagerstown, Maryland 21740

2. Name. The name of the corporation, hereinafter called the corporation, is Oak Ridge Estates Civic Association Incorporated of Washington County, Maryland

3. Purposes. The purpose for which the corporation is formed is to promote the general welfare of the housing development known as Oak Ridge Estates in Washington County, Maryland, so that its citizens may enjoy a tranquil neighborhood in which to live.

4. Registered Agent Address. The post office address of the principal office of the corporation in Maryland is 218 Oak Valley Drive, Hagerstown, Washington County, Maryland 21740. The name and post office address of the resident agent in Maryland is Harold V. Iseminger, 218 Oak Valley Drive, Hagerstown, Maryland 21740.

5. Stock. The corporation shall not be authorized to issue capital stock.

6. Board of Directors. The number of directors of the corporation shall be five, which number may be increased or decreased pursuant to the bylaws of the corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen are:

Harold V. Iseminger
Maynard H. Plum
Ralph L. Hause
Dwight E. Haggard
James M. Herbert

7. Provisions. The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the corporation and of the directors and members:

The corporation shall

--receive donations, gifts, or grants from private and public sources;

-- charge dues or annual assessments from members, if any there be, or from associates of the corporation;

-- enter into, make and perform contracts of every kind and description with any person, firm, association, corporation or government;

52:5 V 01 NOV 2001 52:5 V 01 NOV 2001

-- purchase, take, receive, lease, take by gift devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

-- sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

-- draw, make, accept, endorse, execute, issue, discount, have discounted, sell, and deal in every lawful way in promissory notes, bills of exchange, trade acceptances, warrants, bonds, debentures, and all other specie of negotiable or non-transferable instruments;

-- borrow or raise money for the purposes of the corporation;

-- secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;

-- carry on any activity whatsoever which the corporation may deem proper or convenient or which may be calculated directly or indirectly to promote the interest of the corporation or enhance the value of its assets;

-- conduct its business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States;

-- make donations, grants, awards, or gifts, to any person or institution in furtherance of its purposes;

-- have and exercise all the powers subject to the limitations of Section 501 (c) (3) of the Internal Revenue Code, 1954, As Amended.

-- and exercise all other powers lawful under the laws of the State of Maryland and the United States of America.

Nothing contained in these Articles shall authorize or be deemed to allow the corporation to possess any powers, objects, or purposes, or to carry on any business not permitted by the laws of the State of Maryland or intended by Section 501 (c) (3) of the Internal Revenue Code of 1954, As Amended.

In particular, no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons -- except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and exercise of the powers set forth above.

No substantial part of the activities of the corporation shall be devoted to carrying on propoganda or attempting to influence legislations, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office except for questions concerning local zoning laws and ordinances which may directly or indirectly impact the citizenry of the Oak Ridge Estates area.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax.

8. Duration. The duration of the corporation shall be perpetual. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision to pay all the outstanding liabilities and obligations of the corporation, dispose of all of the remaining assets of the corporation in such manner and to such organizations as the Board of Directors shall decide, provided that the beneficiary of such distribution is The Halfway Volunteer Fire Department of Washington County, Maryland, or another operated and organized exclusively for charitable, educational, or governmental purposes and qualified as exempt under provisions of the Internal Revenue Code of 1954, As Amended.

Any of such assets not so disposed of shall be allotted to one or more non-profit organization or governmental entities by action of the Circuit Court of Washington County, Maryland.

9. By Laws. The corporation shall be regulated and all of its affairs managed as provided by the by-laws of the corporation adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, revise, or adopt new by-laws.

In addition to other matters not here described, the by-laws shall provide for the designations of classes of members, if any, their qualifications, dues, voting rights, and methods of appointment. The by-laws shall control the number of directors, their qualifications, method of selection, terms of office, actions they may take, meetings to be held, and procedures for the removal of directors. The by-laws shall establish officers for the corporation, their qualifications, method of selection, terms of office, duties, and procedures for the removal of the officers. The by-laws shall provide for an annual meeting of the corporation to elect Board of Directors, members, officers, and other necessary corporate actions.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 9TH day of June, 1982.

Harold V. Iseminger (SEAL)
Harold V. Iseminger

Maynard H. Plum (SEAL)
Maynard H. Plum

Ralph L. Hause (SEAL)
Ralph L. Hause

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 9th day of June, 1982, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Harold V. Iseminger, Maynard H. Plum and Ralph L. Hause, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

My commission expires:
7/1/82

Louis L. Hixie
Notary Public



964

ARTICLES OF INCORPORATION

OF

OAK RIDGE ESTATES CIVIC ASSOCIATION INCORPORATED
OF WASHINGTON COUNTY, MARYLAND

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 21, 1982 at 11:27 o'clock P.A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2546, folio 3263 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 127976

SEP 27 12 00 PM '82

8205947

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

ARTICLES OF INCORPORATION

VIDEO DEN OF HAGERSTOWN, INC.

SEP 27 82 A# 1 306 *****5.00

Received For Record September 27, 1982 at 12:00 o'clock pm liber 31

FIRST: I, R. Ted Younger, whose post office address is 655 Potomac Avenue, Hagerstown, Maryland, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Video Den of Hagerstown, Inc.

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

(1) To engage in the sale and rental of video tapes and video operating equipment; 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 the principal office of the Corporation in this State is 655 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is R. Ted Younger, 655 Potomac Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of a par value of One (\$1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except 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 elected and qualify are: R. Ted Younger and Gary Stotler.

1982 JUN 24 P 1:28

ok
v. p.

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.

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 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 Indemni-

fication 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 are 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 23rd day of June, 1982, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Stetelmayer

R. Ted Younger
R. Ted Younger

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 23rd day of June, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared R. Ted Younger and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Eunice C. Stetelmayer
Notary Public

ARTICLES OF INCORPORATION
OF
VIDEO DEN OF HAGERSTOWN, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 24, 1982 at 1:28 o'clock P M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2546, folio 3465, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 12 00 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 128011

8206168

Received For Record Sept. 27, 1982 at 12:00 o'clock pm liber 731
ARTICLES OF INCORPORATION

G & T HAULING, INC.

SEP 27 82 AM 1 397 *****5.0

FIRST: I, R. Ted Younger, whose post office address is 655 Potomac Avenue, Hagerstown, Maryland, being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is G & T Hauling, Inc.

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

(1) To engage in the hauling of environmental equipment; 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 the principal office of the Corporation in this State is 655 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is R. Ted Younger, 655 Potomac Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of a par value of One (\$1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) except 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 elected and qualify are: R. Ted Younger and Gary Stotler.

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:

1982 JUN 24 P 1:28

(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.

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 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 suc-

cessfully 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 are 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 23rd day of June, 1982, and I acknowledge the same to be my act.

WITNESS:

Eussie C. Stetelmayer R. Ted Younger
R. Ted Younger

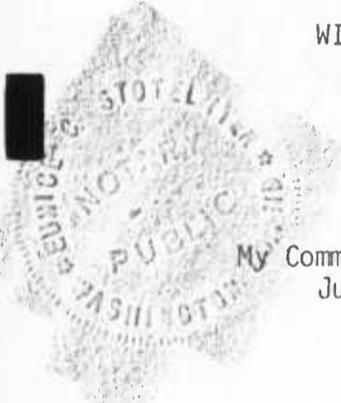
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 23rd day of June, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared R. Ted Younger and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Eussie C. Stetelmayer
Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF INCORPORATION

OF

G & T HAULING, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 24, 1982 at 1:28 o'clock P M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2546, folio 3470, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 128012

SEP 27 12 00 PM '82

8206148

LAND
VAUGHN J BAKER, CLERK

SOLLIDAY OIL CO., INC.
ARTICLES OF AMENDMENT

Received For Record Sept. 27, 1982 at 12:00 o'clock pm liber 31

Solliday Oil Co., Inc. a Maryland Corporation, having its principal office at 325 E. Wilson Blvd., Hagerstown, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deleting therefrom in its entirety Article Fifth and by substituting in lieu thereof the following new Article Fifth:

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

SECOND: By writtten informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

THIRD: The manner and basis of implementing the recapitalization effected by these Articles of Amendment shall be as follows:

Upon acceptance of these Articles of Amendment by the State Department of Assessments and Taxation of Maryland, each of the outstanding shares of \$10.00 par value common stock of the Corporation shall forthwith be surrendered in exchange for fifty (50) shares of common stock without par value. The shares so surrendered shall be cancelled.

IN WITNESS WHEREOF, Solliday Oil Co., Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 14 day of JUNE, 1982, and its President acknowledges that these Articles of Amendment are the act and deed of Solliday Oil Co., Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

SOLLIDAY OIL CO., INC.

Bill E. Grove

 Secretary

By: *Roy Aycow*

 President



ARTICLES OF AMENDMENT
OF
SOLLIDAY OIL CO., INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 17, 1982 at 9:29 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2547, folio 3797 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. [Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 12 00 PM '82
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

A 128446

8205844

Received For Record September 27, 1982 at 12:01 oc'lc9ck pm liber 31

ARTICLES OF INCORPORATION
OF
WARRENFELTZ DISTRIBUTORS, INC.

THIS IS TO CERTIFY:

FIRST: That We, the subscribers, Milton O. Warrenfeltz, whose post office address is Route 5, Box 214, Hagerstown, Maryland 21740; Mary E. Warrenfeltz, whose post office address is Route 5, Box 214, Hagerstown, Maryland 21740; Wayne Warrenfeltz, whose post office address is Route 5, Box 215, Hagerstown, Maryland 21740; and Patricia Ann Warrenfeltz, whose post office address is Route 5, Box 215, Hagerstown, Maryland 21740; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: WARRENFELTZ DISTRIBUTORS, 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:

A. To distribute at wholesale and retail milk and milk products generally, cream, butter, margarine, cheese, ice cream, fruit juices, foods and foodstuffs of all kinds and descriptions, whether in bulk, package, bottle, or can.

B. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let,

B RC/F
5.00

lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

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

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

E. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform

and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

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

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes created in each clause shall, except where otherwise stated, be in nowise limited or restricted by any terms or provisions of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 5, Box 214, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Milton O. Warrenfeltz, whose post office address is Route 5, Box 214,

Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have four (4) directors and Milton O. Warrenfeltz, Mary E. Warrenfeltz, Wayne Warrenfeltz, and Patricia Ann Warrenfeltz shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of par value of Ten (\$10.00) Dollars each.

SEVENTH: The management of the property, business and affairs of the Corporation shall be vested in the Board of Directors, who shall dictate its general business policy and, subject to any provisions of statute or to the vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

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

B. The Board of Directors shall have the power to mortgage the property of the Corporation from time to time, without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

C. The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation,

or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the Corporation except as aforesaid by the Statutes of Maryland or as authorized by the Board of Directors or by a resolution of the stockholders.

D. The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the Directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 20th day of August, 1981.

WITNESS:

Charlotte Eichelberger

Milton O. Warrenfeltz (SEAL)
Milton O. Warrenfeltz

Charlotte Eichelberger

Mary E. Warrenfeltz (SEAL)
Mary E. Warrenfeltz

Charlotte Eichelberger

Wayne Warrenfeltz (SEAL)
Wayne Warrenfeltz

Charlotte Eichelberger

Patricia Ann Warrenfeltz (SEAL)
Patricia Ann Warrenfeltz

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, That on this 20th day of August, 1981, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MILTON O. WARRENFELTZ, MARY E. WARRENFELTZ, WAYNE WARRENFELTZ, and PATRICIA ANN WARRENFELTZ, known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Charlotte Eichelberger
Notary Public

My Commission Expires:
July 1, 1982.



LIBER 0223 PAGE 465

ARTICLES OF INCORPORATION
OF
WARRENFELTZ DISTRIBUTORS, INC.

280

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 1, 1981 at 11:30 o'clock A. M. as in conformity
with law and ordered recorded.

RECEIVED & RECORDED
IN 0223 RECORDS
CIRCUIT COURT FOR
APR - 6 1982
PH 12:28
LIBER 0223
FOLIO 460
CLERK H. KAHLINE JR.

Recorded in Liber 2550 - 00006 ⁶
~~2577~~, Folio 3481 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore

J. Kevin Mueller

COST
5.00



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

BW

A 115866

David K. Poole, Jr., Esq.
81 W. Washington St.
Hagerstown, Md. 21740

Received For Record September 27, 1982 liber 31 at 12:01 o'clock pm

NEW LIFE BIBLE BROTHERS CHURCH

SEP 27 1982 AM 1 377 *****250

ARTICLES OF INCORPORATION

FIRST: The undersigned, all being adult persons at least twenty-one (21) years of age duly elected by the Members (as hereinafter defined) of the congregation of the New Life Bible Brethren Church (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pursuant to Title 5, Subtitle 3 of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby associate ourselves as incorporators with the intention of forming a religious corporation under and by virtue of the provisions of the General Laws of the State of Maryland, and do hereby certify to the State Department of Assessments and Taxation of Maryland as follows:

SECOND: The name of the Religious Corporation and the church is New Life Bible Brethren Church.

THIRD: The plan for the Religious Corporation (the "Plan") is and shall be as follows:

1. The purposes for which the Religious Corporation is formed are:

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, if authorized or directed in the trust instrument under which it is

received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Section 1(d) of this Plan, or as shall, in the opinion of the Trustees, jeopardize the federal income tax exemption of the Religious Corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for some or all of the foregoing purposes; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for religious, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Religious Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section 1 hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the religious, educational and charitable purposes for which the Religious Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD, Section 1, are the following:

(i) to establish and maintain a church to provide a place of worship and prayer in accordance with Christian traditions;

(ii) to establish, maintain and conduct a school for religious instruction of children and adults;

(iii) to further all religious and charitable work; and,

(iv) for such purposes to adopt and establish Articles of Incorporation, By-Laws, rules and regulations in accordance with applicable law.

(d) In this Plan:

(i) references to "charitable organization" or "charitable organizations" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its states, territories, possessions, or the District of Columbia, whether under the laws of the United States, any state or territory, or the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private stockholder or individual, and no substantial part of the activities of which involves carrying on of propaganda or otherwise attempting to influence legislation and which do not involve participating, or intervening, (including the publishing or distributing of statements), in any political campaign on behalf of any candidates for public office; and,

(ii) the term "charitable purposes" shall be limited to and shall include only religious, charitable, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue code of 1954, and only such purposes as also shall constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States.

2. The time and manner for election and succession of Trustees is as follows: The Trustees shall be elected and their successors continued at a time and place ordinarily used for public meetings of the Religious Corporation, by the individuals who, according to the custom and usage of the Religious Corporation, have a voice in the management and direction of the congregational or temporal affairs of the Religious Corporation. A majority of all the votes cast by adult Members at an annual meeting of the Members (as hereinafter defined) at which a quorum is present shall be sufficient to elect a Trustee.

3. (a) A person shall be a Member of the Religious Corporation and, as such, shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a trustee and officer of the Religious Corporation if:

(i) such person is a Trustee of the Religious Corporation on the date these Articles of Incorporation are accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"); or

(ii) such person shall be designated, as such, by the affirmative vote of a majority of the entire Board of Trustees within two (2) months of the date these Articles of Incorporation are accepted for record by the Department; or,

(iii) such person has participated in the congregational and temporal affairs of the Religious Corporation for a continuous and uninterrupted period of not less than two (2) years or from the beginning of the organization of the Religious Corporation.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as:

(i) all rules and regulations of the Religious Corporation, as established by the By-Laws of the Corporation, are complied with by such Member; and

(ii) such Member continues to participate in the congregational and temporal affairs of the Religious Corporation.

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section 3(b), then such Member may be disqualified and removed as a Member by a majority vote of the entire Board of Trustees.

FOURTH: The existence of the Religious Corporation shall be perpetual.

FIFTH: The address of the principal place of worship of the Religious Corporation is 110 West Chaplain Street, Sharpsburg, Maryland 21782. The name and address of the resident agent of the Religious Corporation is James E. Fore, Route 1, Keedysville, Maryland 21756. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The initial number of Trustees of the Religious Corporation is five (5) which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than four (4), nor more than seven (7). The names and addresses of those persons serving as initial Trustees are:

Donald N. Kretzer, Pastor
930 Mt. Aetna Road
Hagerstown, Maryland 21740

James E. Fore
Route 1
Keedysville, Maryland 21756

Robert L. Kretzer
318 Jefferson Street
Hagerstown, Maryland 21740

Edwin P. Lange
20 South Main Street
Keedysville, Maryland 21756

James David Randall Burns
P. O. Box 266
Tanglewood Manor
Keedysville, Maryland 21756

SEVENTH: The Religious Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number, qualifications of, and other matters relating to, its Members shall be as set forth in these Articles of Incorporation and the By-Laws of the Religious Corporation.

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or religious purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporation is located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 13th day of May, 1982, and we acknowledged the same to be our acts.

WITNESS:

Robert Lee Kretzer

Donald N. Kretzer, Pastor

Robert Lee Kretzer

James E. Fore

James David Randall Burns

Robert L. Kretzer

Edwin P. Lange

Edwin P. Lange

James David Randall Burns

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 13th day of May 19 82 , before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald N. Kretzer, James E. Fore, Robert L. Kretzer, Edwin P. Lange and James David Randall Burns and acknowledged the foregoing Articles of Incorporation to be their voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



RICKY D. STEVENS
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1982

Ricky D. Stevens
Notary Public

My Commission Expires:
July 1, 1982

014 A 01 1982

ARTICLES OF INCORPORATION

OF

NEW LIFE BIBLE BRETHERN CHURCH

approved and received for record by the State Department of Assessments and Taxation of Maryland June 10, 1982 at 9:40 o'clock A M. as in conformity with law and ordered recorded.

7

Recorded in Liber 2545, folio 0881, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 10.00 Special Fee paid \$ 0.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

SEP 27 12 01 PM '82 LIBER _____ FOLIO _____

LAND _____ VAUGHN J. BAKER, CLERK

A 127437

8205530

Received For Record September 27, 1982 at 12:01 o'clock pm liber 31
ARTICLES OF INCORPORATION

OF

PARKWOOD HOUSE, INCORPORATED

SEP 27 82 A# 1 379 *****5.00

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Parkwood House, Incorporated.

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

To manufacture, repair, buy, sell and distribute wood and wood products.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures and other negotiable and non-negotiable instruments.

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

The foregoing enumeration of the purposes, objects and business of the Corporation is made 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 260 Swope Road, Boonsboro, Maryland, 21713. The name and post office address of the resident agent of the Corporation in this State are William J. Schrupf, 11 Bittersweet Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

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

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); and the names of the directors who shall act until their successors are duly chosen and qualify are William J. Schrupf, Betty J. Schrupf and Rachel J. Schrupf.

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

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.

Before a shareholder may dispose of any share or shares of stock to a third party, he or she must first offer them for sale to the Corporation as treasury stock at their book value as of the financial statement at the conclusion of the previous business year. This restriction on alienation of shares is to be printed on the face of the stock certificates issued by the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on May 27, 1982.

WITNESS:

Patricia L. Witmer

Howard W. Gilbert, Jr. (SEAL)
Howard W. Gilbert, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of May, 1982, before me, the subscriber a Notary Public in and for the State and County aforesaid, personally appeared Howard W. Gilbert, Jr., who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.



My Commission Expires:
July 1, 1982

Patricia L. Witmer
Notary Public

ARTICLES OF INCORPORATION
OF
PARKWOOD HOUSE, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 1, 1982 at 11:05 o'clock A. M. as in conformity
with law and ordered recorded.

2

Recorded in Liber 2543, folio 3757 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. [Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 127021

8205171

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received CFor Record September 27, 1982 at 12:01 o'clock pm liber 31
CHEROKEE TRIBE NUMBER 197, INCORPORATED

ARTICLES OF REVIVAL

Number 197, Incorporated, 27 82 A# 1 300 *****5.00
 Cherokee Tribe a Maryland Corporation
 having its principal office in Hagerstown, Washington
 County, State of Maryland (hereinafter called the
 Corporation), hereby certifies to the STATE DEPARTMENT OF
 ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The Charter of the Corporation was forfeit-
 ed on October, 1953 for the non-payment of taxes or for
 failure to file an annual report with the STATE DEPARTMENT
 OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Arti-
 cles of Revival are for the purpose of reviving and rein-
 stating the Charter of the Corporation.

SECOND: The name of the Corporation at the time of
 the forfeiture of its Charter was Cherokee Tribe Number 197,
 Incorporated.

THIRD: The name by which the Corporation will
 hereafter be known is Cherokee Tribe Number 197, Incorporated.

FOURTH: (a) The post office address of the prin-
 cipal office of the Corporation in the State of Maryland
 is 33 W. Antietam Street, Hagerstown, MD 21740.

(b) The name and post office address of
 the resident agent of the Corporation in the State of
 Maryland are Douglas C. Shumaker, 426 S. Potomac Street,
 Hagerstown, MD 21740. Said resident agent is a resident
 of the State of Maryland.

FIFTH: At or prior to the filing of these Articles
 of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should
 have been filed by the Corporation if its Charter had not
 been forfeited;
- (c) Paid all State and Local taxes (other
 than taxes on real estate) and all interest and penalties
 due by the Corporation, irrespective of any period of
 limitation otherwise prescribed by law affecting the col-
 lection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its Charter had not been forfeited.

For Execution by Officers

IN WITNESS WHEREOF, the Undersigned, who were respectively the last acting President and Secretary of the Corporation have signed these Articles of Revival on

May 28, 1982.

Douglas S. Shumaker
Last Acting President.

Edward S. Shumaker
Last Acting Secretary.

STATE OF MARYLAND
COUNTY OF WASHINGTON, to-wit;

I HEREBY CERTIFY that on *May 28*, 1982,
before me, the subscriber, a notary public of the State of
Maryland, in and for the County of Washington, personally
appeared Douglas C. Shumaker, the last acting President
and Edward E. Shumaker, the last acting Secretary of
Cherokee Tribe Number 197, ^{Incorporated} a Maryland Corporation, and
severally acknowledge the foregoing Articles of Revival to
be their act.

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

Veronica J. Pitta

Notary Public

My commission expires: *7/1/82*



1982-1-2000

ARTICLES OF REVIVAL
OF
CHEROKEE TRIBE NUMBER 197, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 1, 1982 at 10:53 o'clock A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2544, folio 1517 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 10.00
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 127120

8205183

SHARPSBURG LITTLE LEAGUE, INC.

ARTICLES OF INCORPORATION

Received For Record September 27, 1982 at 12:01 o'clock pm liber 31

I. NAME

The undersigned, comprising the original Board of Directors of said Corporation, each being at least eighteen (18) years of age agree to become a non-profit, non-stock Corporation under the provisions of Title 3, Subtitle 104 and 105, Subtitles 201-208, and 701-702 of the "Corporations and Associations Article" of the Annotated Code of Maryland.

PRESIDENT: Errol Griffith	- P. O. Box 176 Keedysville, MD 21756
1ST VICE-PRESIDENT: Dennis Eichelberger	- 8670 Georgia Ave. Silver Spring, MD 20910
2ND VICE-PRESIDENT: Robert Markle	- P. O. Box 201 Keedysville, MD 21756
3RD VICE-PRESIDENT: Sharon Coulter	- Rt. #1, Box 229AB Sharpsburg, MD 21782
SECRETARY: Linda Griffith	- P. O. Box 176 Keedysville, MD 21756
TREASURER: Kay Churchey	- Rt. #1, Box 179A Sharpsburg, MD 21782

The name of the Corporation is:

SHARPSBURG LITTLE LEAGUE, INC.

II. DURATION OF EXISTENCE

The existence of this Corporation is to be perpetual.

III. PURPOSES

This Corporation is organized to promote and enhance the ideals of good sportsmanship, honesty, loyalty, courage, and reverence for the boys and girls in and around the community of Sharpsburg, Maryland. This purpose will be achieved by providing supervised competitive baseball games.

IV. POWERS

To realize its purposes, the Corporation shall

-- contribute funds toward the purchase of equipment for the individual teams within the Corporation and toward the improvement of facilities and other features of the Sharpsburg Little League, Inc.

-- receive donations, gifts, or grants from private and public sources;

-- charge dues, initiation fees, or annual assessments from members, if any there be, or from associates of the Corporation;

-- enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic, or government;

-- purchase, take, receive, lease, take by gift devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

-- sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

-- draw, make, accept, endorse, execute, issue, discount, have discounted, sell, and deal in every lawful way in promissory notes, bills of exchange, trade acceptances, warrants, bonds, debentures, and all other specie of negotiable or non-transferable instruments;

-- borrow or raise money for the purposes of the Corporation;

-- secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;

-- carry on any activity whatsoever which the Corporation may deem proper or convenient or which may be calculated directly or indirectly to promote the interests of the Corporation or enhance the value of its assets;

-- conduct its business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States;

-- make donations, grants, awards, or gifts, to any person or institution in furtherance of its purposes;

-- have and exercise all the powers subject to the limitations of Section 501 (c) (3) of the Internal Revenue Code, 1954, As Amended.

-- and exercise all other powers lawful under the laws of the State of Maryland and the United States of America.

V. POWERS NOT TO BE EXERCISED

Nothing contained in these Articles shall authorize or be deemed to allow the Corporation to possess any powers, objects, or purposes, or to carry on any business not permitted by the laws of the State of Maryland or intended by Section 501 (c) (3) of the Internal Revenue Code of 1954, As Amended.

In particular, no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons -- except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and exercise of the powers set forth above.

No substantial part of the activities of the Corporation shall be devoted to carrying on propoganda or attempting to influence legislation. Nor shall the Corporation participate in or intervene in any political campaign on behalf of any candidate for office or proposition.

Notwithstanding any other provision of these Articles the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax or a corporation to which contributions are deductible under Section 170 (c) (2) of the Internal Revenue Act (or any other appropriate or corresponding provision enacted in the future).

Nor shall any act, deed, gift, donation, contract, or any other action of the Corporation be in violation of any regulation governing Little League baseball play.

VI. DISSOLUTION

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision to pay all the outstanding liabilities and obligations of the Corporation, dispose of all remaining assets of the Corporation in such manner and to such organizations as the Board of Directors shall decide, provided that the beneficiary of such distribution is South Mountain Little League or another operated and organized exclusively for charitable, educational, or governmental purposes and qualified as exempt under provisions of the Internal Revenue Code of 1954.

VII. BY LAWS

The Corporation shall be regulated and all of its affairs managed as provided by the by-laws of the Corporation adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, revise, or adopt new by-laws.

In addition to other matters not here described, the by-laws shall provide for the designations of classes of members, if any, their qualifications, voting rights, and methods of appointment. The by-laws shall control the number of directors, actions they may take, the meeting to be held, and the removal of directors. The times, places, manner of notice, and purposes for which meetings may be held shall be provided in the by-laws.

VIII. MEMBERSHIP

The Board of Directors will decide whether or not the Corporation will have members. If the Corporation is to have members, the Board of Directors shall specify in the by-laws the qualifications required, dues, application procedures, classes, and all other attributes of membership.

IX. BOARD OF DIRECTORS

The business and affairs of the Corporation shall be governed by a Board of Directors to be selected as provided in the by-laws. The number of directors, their qualifications, method of selection, terms and all powers of the directors shall be as specified in the by-laws. The initial Board of Directors shall number six, all of whom shall serve until the first annual meeting of the Corporation.

In the event that an elected Director fails to serve or a vacancy occurs for any reason, or the Board is enlarged, the remaining Directors may elect the required number of new Directors to fill the terms, except that when the Board has acted to enlarge the size of the Board of Directors, any director so elected may serve only until the next annual meeting.

Directors may be re-elected after having served a full term.

The quorum required to be present to constitute a validly held meeting, the procedures to be followed in all meetings and actions without meetings are to be as provided in the by-laws. The Board shall elect officers for the Corporation for such terms and compensation as the by-laws may provide. Directors may be removed as provided in the by-laws.

X. OFFICERS

The officers of the Corporation shall be a President, three (3) Vice-Presidents, a Secretary and a Treasurer. The by-laws may provide for other officers. All are to be selected, have such duties, and be subject to removal as provided in the by-laws. All officers and directors of the Corporation will serve on a volunteer basis.

XI. PRINCIPAL OFFICE

The primary office of the Corporation will be located in Keedysville, Maryland, the address being:

13 N. Main St., Keedysville, Md. 21756

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

Errol Griffith
P. O. Box 176, 13 N. Main Street
Keedysville, MD 21756

XII. ISSUANCE OF STOCK

The Corporation shall not be authorized to issue capital stock.

In witness whereof, we have signed these Articles of Incorporation on May 7, 1982, and severally acknowledge the same to be our act.

Errol Griffith - President
Errol L. Griffith

Dennis Eichelberger - 1st Vice-President
Dennis E. Eichelberger

Robert Markle - 2nd Vice-President
Robert Markle

Sharon Coulter - 3rd Vice-President
Sharon Coulter

Linda Griffith - Secretary
Linda Griffith

Kay Churchey - Treasurer
Kay Churchey

State of Maryland

County of Washington, to-wit:

I, Linda M. Rohrer, a Notary Public
in and for the said county, hereby certify that those persons
whose names are signed to the above Articles of Incorporation
as its incorporators, bearing date the 7th day of May
1982, have this day, before me, in my said State and County,
acknowledged the same.

GIVEN under my hand this 7th day of May,
1982.



Linda M Rohrer

Notary Public

My Commission Expires: 7/1/82

ARTICLES OF INCORPORATION
OF
SHARPSBURG LITTLE LEAGUE, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 1, 1982 at 10:52 o'clock A M. as in conformity
with law and ordered recorded.

8

Recorded in Liber 2544 , folio 1360 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 24.00 Special Fee paid \$ 6.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 127095

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

8205122

LAND _____
VAUGHN J. BAKER, CLERK

Adolph Baer
Adolph Baer

Jay E. Levine
Jay E. Levine

Hannah Baer
Hannah Baer

Charlotte Levine
Charlotte Levine

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on this 7th day of May, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Adolph Baer, Jay E. Levine, Hannah Baer and Charlotte Levine, in their respective capacities as stockholders and/or directors and did each acknowledge the afoergoing Articles of Amendment and approval of Articles of Amendment to be their act.

WITNESS my hand and Official Notarial Seal.



Beverly L. Quising
Notary Public

My Commission Expires: 7/1/82

Witness the signature of the President of the Corporation, Adolph Baer and further witness the signature of the Corporate Secretary.

Jay E. Levine
Jay E. Levine
Secretary

Adolph Baer
Adolph Baer
President

1986

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 7th day of May, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Adolph Baer, who made oath that he is the President of Allied Chemists of Hancock, Inc. and did further make oath that the foregoing Articles of Amendment are in fact the corporate act of Allied Chemists of Hancock, Inc.

WITNESS my hand and Official Notarial Seal.



My Commission Expires: 7/1/82

Beverly L. Quaring
Notary Public

ARTICLES OF AMENDMENT
OF
ALLIED CHEMISTS OF HANCOCK, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 1, 1982 at 9:03 o'clock A M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2544, folio 2645 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 127228

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

8205 132

Adolph Baer
Adolph Baer

Jay E. Levine
Jay E. Levine

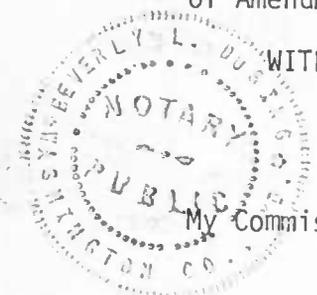
Hannah Baer
Hannah Baer

Charlotte Levine
Charlotte Levine

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on this 7th day of May, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Adolph Baer, Jay E. Levine, Hannah Baer, and Charlotte Levine, in their respective capacities as stockholders and/or directors and did each acknowledge the foregoing Articles of Amendment and approval of Articles of Amendment to be their act.

WITNESS my hand and Official Notarial Seal.



My Commission Expires: 7/1/82

Beverly L. Dusing
Notary public

Witness the signature of the President of the Corporation, Jay E. Levine and further witness the signature of the Corporate Secretary.

Adolph Baer
Adolph Baer
Secretary

Jay E. Levine
Jay E. Levine
President

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, That on this 7th day of May, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Jay E. Levine who made oath that he is the President of Apothecaries, Inc. and did further make oath that the foregoing Articles of Amendment are in fact the corporate act of Apothecaries, Inc.

WITNESS my hand and Official Notarial Seal.



My Commission Expires: 7/1/82

Beverly L. Quiring
Notary Public

ARTICLES OF AMENDMENT
OF
APOTHECARIES, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 1, 1982 at 9:13 o'clock A M. as in conformity
with law and ordered recorded. 4

Recorded in Liber 2544, folio 2650, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the _____ Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 127229

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

8205133

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record Sept 27, 1982 at 12:01 o'clock pm liber 31

Drs. Hilker & Whitt, P.A.

ARTICLES OF INCORPORATION

SEP 27 1982 AM 1 384 *****5.00

FIRST: We, DENNIS LEE HILKER and LYNNETTE ANNICE WHITT, whose post office address is 10207 Coolfont Crossing, Coldstream, Mt. Airy, Maryland 21771, being at least eighteen (18) years of age, and hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Drs. Hilker & Whitt, P.A.

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

(1) The providing and performance of services to the public by licensed psychologists; 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 Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 100 West Washington Street, Suite 212, Hagerstown, Maryland 21740 . The name and post office address of the Resident Agent of the Corporation in this State is Dennis Lee Hilker, 100 West Washington Street, Suite 212, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

LAW OFFICES OF
JNG & DEBELIUS,
P.A.
32 E. DIAMOND AVE.
HERSBURG, MD. 20677

(301) 840-2232

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 100 shares of common stock without par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Dennis Lee Hilker and Lynnette Annice Whitt.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class nor 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.

EIGHT: 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 authorized the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

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

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the issuance of shares of stock of any class now or hereafter authorized, 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;
- (e) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (f) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the Corporation the stock of which is to be acquired;
- (g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation;

such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes

entitled to be cast thereon, after due authorization and/or 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 EIGHTH 3.

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

LAW OFFICES OF

YOUNG & DEBELIUS,

P.A.

302 E. DIAMOND AVE.

SAITHERSBURG, MD, 20877

(1) 840-2232

other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this fifth day of May, 1982, and we acknowledge same to be our act.

Dennis Lee Hilker
DENNIS LEE HILKER

Lynnette A. Whitt
LYNNETTE ANNICE WHITT

500-5-1111

ARTICLES OF INCORPORATION

OF

DRS. HILKER & WHITT, P.A.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 2, 1982 at 10:03 o'clock A. M. as in conformity with law and ordered recorded.

5

Recorded in Liber 2543, folio 2976, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

LAND _____ VAUGHN J. BAKER, CLERK

A 126957

8205202

Received For Record Sept 27, 1982 at 12:01 o'clock pm liber 31

SEP 27 1982

ARTICLES OF INCORPORATION

KOONTZ, INCORPORATED

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Jack C. Koontz, whose post office address is 2343 Jefferson Boulevard, Hagerstown, Maryland; Cora E. Koontz, whose post office address is 2343 Jefferson Boulevard, Hagerstown, Maryland; and Jack B. Welch, whose post office address is 418 North Potomac Street, Hagerstown, Maryland, all being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporation, associate themselves with the intention of forming a corporation by the execution and filing of these Articles.

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

KOONTZ, INCORPORATED

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

- (a) To engage in a general merchandising business.
- (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 any kind.
- (c) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property wherever situated.
- (d) To carry on and transact, for itself or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, insurance and real estate, wares and merchandise of every description.

1982 JUN -2 A 10:26

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including 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, goodwill, franchises or assets by the issue of, in accordance with the laws of the State of Maryland, stocks, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights processes, formulas, 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 re-issue shares of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the Laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all rights to vote on any shares of stock so held or owned; and upon a distribution of the assets, or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds, or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

(h) To guarantee the payment of dividends upon any shares of stock of, or the performance of any contract by, any other corporation or association in which the Corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such 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 payments for property purchased or for any other lawful consideration, and to secure the payment thereof, and of the interest thereon, by any 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 hereinbefore enumerated for itself, or for account of others, or through others, for its own account and to carry on any other business which may be deemed by it to be calculated, directly or indirectly, to effectuate or facilitate the transaction of the aforesaid objects or businesses, or any of them or any part thereof, or to enhance the value of its property, business or rights.

(k) To carry out all or any part of the aforesaid purposes and to conduct its business in all or any of its branches, in any or all states, territories, districts, colonies, and dependencies of the United States of America and in

any foreign countries, and to maintain offices and agencies in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

The foregoing enumerations of the purposes, objects and business of the Corporation is made in furtherance, and not in limitations of the powers conferred upon the Corporation by the law, and is not intended by the mention of the 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.

FOURTH: The post office address of the principal office of the Corporation in this state is 625 West Franklin Street, Hagerstown, Maryland. The resident agent of the Corporation is Jack C. Koontz whose post office address is 2343 Jefferson Boulevard, Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have three (3) directors and Jack C. Koontz, Cora E. Koontz, and Jack B. Welch shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) No contract or 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 the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation, or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such transaction, with like force and affect as if he were not such director or officer of such other corporation or not so interested.

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

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

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

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

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more preferences, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and

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qualifications of, the dividends on, the times and prices of redemption of, and the conversions rights of, such shares.

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 28th day of May, 1982.

Jack C. Koontz (SEAL)
Jack C. Koontz

Cora E. Koontz (SEAL)
Cora E. Koontz

APPROVED FOR RECORD
JACK B. WELCH (SEAL)
Jack B. Welch

SEARCHED	INDEXED
SERIALIZED	FILED
MAY 28 1982	
FBI - WASHINGTON	
APPROVED BY	CHECK
<input type="checkbox"/>	<input checked="" type="checkbox"/>

TEST:

Helene R Baker witness

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 28th day of May, 1982, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Jack C. Koontz, Cora E. Koontz, and Jack B. Welch, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and did each acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICIAL NOTARIAL SEAL.

Michael R Baker
NOTARY PUBLIC

MY COMMISSION EXPIRES

7/1/82

ARTICLES OF INCORPORATION
OF
KOONTZ, INCORPORATED

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 2, 1982 at 10:26 o'clock A. M. as in conformity
with law and ordered recorded.

6

Recorded in Liber 2544, folio 1579 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 127133

8205220

Received for Record Sept 27, 1982 at 12:01 o'clock pm liber 31
 ARTICLES OF INCORPORATION

OF

THE MARYLAND SYMPHONY ORCHESTRA, INC.

THIS IS TO CERTIFY:

That I, Frances Machen, whose post office address is 1337 Pennsylvania Avenue, Hagerstown, Maryland, 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.

Article I - Name

The name of the corporation (which is hereinafter called the "Corporation") is The Maryland Symphony Orchestra, Inc.

Article II - Purposes

The purposes for which the Corporation is formed are:

(1) To foster, promote and increase the musical knowledge and appreciation of the public, exclusively by educational activities, by organizing and presenting, primarily but not exclusively in the City of Hagerstown, Maryland performances of music in programs chosen primarily from the literature of symphonic music and incidently chamber-music, opera solo recital, vocal chorus or the dance which are deemed by responsible and informed persons to be suitable at the time and place for such exclusively educational purposes.

(2) Operating without profit, and so that no part of its net earnings or assets shall ever be distributed as a dividend or inure to the benefit of any private shareholder or individual, to engage from time to time as to establish, maintain and operate a group or groups of performers, primarily of musical instruments of the variety constituting recognized symphonic instrumentation, whether described as a symphony orchestra or otherwise capable of performing music for the exclusively educational purposes herein stated, and to present such performances, primarily but not exclusively without stage presentations, in a manner compatible with the purposes of a symphonic organization.

(3) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of the Corporation.

(4) To register, own and protect, the trade-name of "The Maryland Symphony Orchestra, Inc." or such other trade-names or designations as are appropriate for the group or groups so maintained.

(5) To rent, acquire in any manner for use, or own, maintain and operate, a place or places suitable for such performances, and to do all things

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necessary and proper to accomplish the educational purposes stated herein.

(6) To effect all arrangements desirable and necessary for obtaining works for performance, either old or new, and for disseminating the knowledge and product of such performances to the public in concerts, and in homes, schools and other places, by all means known to art and science.

(7) To engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the Corporation. To solicit, accept, hold and administer contributions received by deed, gift will, ordinance, statute grant or otherwise, either in trust or otherwise; to own, hold, operate and administer real and personal property, and generally to do all things necessary and proper to accomplish the purposes hereinabove stated and permitted to like non-profit corporations by law.

(8) The Corporation is organized exclusively for charitable, educational and cultural purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding revision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(9) Provided, however, that no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate or intervene (including the publishing or distributing of statements) in any political campaign in behalf of any candidate for public office.

(10) The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue Code as now enacted or as

it may hereafter be amended.

(11) The Corporation shall not apply accumulation of income in any manner which may subject it to denial of exemption as provided in Section 504 of the United States Internal Revenue Code as now enacted or as it may hereafter be amended.

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 any of the powers of the Corporation, except as otherwise hereinabove provided. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

Article III - Address and Resident Agent

The post office address of the principal office of the Corporation in this state is Machen Music, 1337 Pennsylvania Avenue, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in this state is Frances Machen, 1337 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said residence agent is a citizen of this state and actually resides herein.

Article IV

The Corporation is not authorized to issue any capital stock and shall be a non-stock and non-profit Corporation. No officer of the Corporation shall draw nor receive any salary, nor shall any of the funds of the Corporation inure to the personal or individual benefit of any of the officers or members hereof. Members shall be selected, removed or may resign; vacancies may be filled and additional members elected as provided in the By-Laws.

Article V - Directors

The number of Directors of the Corporation shall be thirty-five (35) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than (15) and the names of the Directors who shall act until the first meeting or until their successors are duly chosen and qualified are: Brenda Rosenthal, Dr. Ramsey Farah, Vernon Davis, Conrad Varner, Nancy Hershey, Richard Hershey, Mrs. Howard Kaylor, Mr. Howard Kaylor, Mrs. Wayne Hovermale, Wayne Hovermale, Mrs. Lois Easten, Mrs. Frances Young, Dr. Charlotte Collins, James C. Harvey; Harvey Heyser.

Article VI - Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational and historical preservation purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article VII

The duration of the Corporation shall be perpetual.

IN WITNESS HEREOF, I have signed these Articles of Incorporation this 11th day of May, A.D., 1982.

Witness:

Conrad W. Varner Francis Macker

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 11th day of May, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Francis Macker, who acknowledged the foregoing Articles to be his/her act.

Witness my hand and official Notarial Seal.

Joanna E. Stalley
Notary Public

My Commission Expires:
July 1, 1982



ARTICLES OF INCORPORATION
OF
THE MARYLAND SYMPHONY ORCHESTRA, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 8, 1982 at 12:00 o'clock noon M. as in conformity
with law and ordered recorded.

5

Recorded in Liber 2544, folio 2834 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 12 01 PM '82
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

A 127258
8205420

Received For Record September 27, 1982 at 12:01 o'clock pm liber 31
MT. LENA RECREATION CLUB, INC.

ARTICLES OF REVIVAL

Mt. Lena Recreation Club, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the Corporation), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on December 1976, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Mt. Lena Recreation Club, Inc.

THIRD: The name by which the Corporation will hereafter be known is Mt. Lena Recreation Club, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Route 2, Boonsboro, Maryland, and said principal office is located in the same county in which the principal office of the Corporation was located at the time of the forfeiture of its charter.

(b) The name and post office address of the resident agent of the corporation in the State of Maryland are Roger Stottlemyer, Route 2, Boonsboro, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed, and executed these Articles of Revival on May 22nd, 1982.

Witness:

James E. Shaffer

Janie M. Powell
Janie M. Powell
Last Acting President

James E. Shaffer

Blanche Weaver
Blanche Weaver
Last Acting Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 31 day of May, A. D., 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Janie M. Powell, the last acting President and Blanche Weaver, the last acting Secretary of Mt. Lena Recreation Club, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and Official Notarial Seal.

James E. Shaffer
Notary Public

My Commission Expires: 7-1-82

ARTICLES OF REVIVAL
OF
MT. LENA RECREATION CLUB, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 9, 1982 at 10:20 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2544, folio 2684 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 10:00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 127234

8205498

ATLANTIC COAST SEAFOOD TRADERS, INC.

Received For Record Sept. 27, 1982 at 12:01 o'clock pm liber 31
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Atlantic Coast Seafood Traders, Inc.

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

(1) To engage in the business of wholesale and retail sale of seafood and other related business; and to engage in any other lawful purpose and/or business.

(2) To do anything permitted by §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 Oak Ridge Center, Downsville Pike, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is John McAllister, Route 4, Box 203, Smithsburg, Maryland 21783. 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 (\$5,000.00) shares of common stock, without par value.

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

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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 their successors are duly chosen and qualified is:

John McAllister

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.

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 §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of June, 1982, and I acknowledge the same to be my voluntary act and deed.

Doni Sollenberger
Witness

Roger Schlossberg (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
ATLANTIC COAST SEAFOOD TRADERS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 9, 1982 at 1:42 o'clock P M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2545, folio 0651, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 127401

8205464

Received For Record September 27, 1982 at 12:01 o'clock 18ber 31

ARTICLE OF INCORPORATION
A CLOSE CORPORATION UNDER TITLE FOUR

ERNST'S MARKET, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gregory A. Ernst, whose mailing address is Route 1, Box 376, Big Spring, Maryland, 21722; Linda E. Wigfield, whose address is Route 1, Box 357, Big Spring, Maryland, 21722; and Charles F. Wagaman, Jr., whose address is 600 Maryland National Bank Building, 82 West Washington Street, Hagerstown, Maryland, 21740, each of whom are at least eighteen (18) years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves for the purpose and with the intention of forming a Close Corporation pursuant to the provisions of the Corporations and Associations Article, Title Four of the Annotated Code of Maryland as amended.

SECOND: That the name of the Corporation is:

ERNST'S MARKET, INC.

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

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

A. For exercising all or any of the general powers conferred upon corporations by the General Laws of Maryland as now existing and any and all amendments thereto hereafter made and without in any way limiting the right to exercise such general powers and in addition thereto;

B. To establish, purchase, lease as lessee, or otherwise acquire, to own, operate, and maintain and to sell, mortgage, deed in trust, lease as lessor, and otherwise dispose of retail food stores or departments therein; to establish, maintain, conduct, and operate food markets, grocery stores, bakeries, and stores of every kind, nature, and description; to purchase, buy,

sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute, and otherwise generally deal in any and all articles of food, food products, household products, groceries, dairy products, wines, liquors, beverages of all kind, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game, and food supplies of all kind, both at wholesale and retail, and acquire, construct, maintain, operate, buy, sell, and deal in stores selling such goods, wares, and merchandise; to acquire, construct, establish, maintain, operate, or sell or dispose of factories, plants, warehouses, dairy plants, creameries, machinery and equipment, markets, stores, depots, and gathering and delivery routes and systems for such purposes; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise; and to have and exercise all the powers now or hereafter conferred by the Laws of the State of Maryland upon corporations organized pursuant to the Laws under which this corporation is organized and any and all acts amendatory thereof and supplemental thereto.

FIFTH: The Post Office address of the principal office of the Corporation is: Route 1, Box 376, Big Spring, Maryland, 21722. The Resident Agent of this Corporation is Gregory A. Ernst, whose Post Office address is Route 1, Box 376, Big Spring, Maryland, 21722. Said resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of common stock which the Corporation has authority to issue is Ten Thousand (10,000) shares having a par value of Ten (\$10.00) Dollars each. The aggregate par value of all such shares is One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: The shares of such stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of stockholders of the corporation. Dividends may be declared thereon in such amount and at such times as the Directors of their equivalent may determine, subject to the provisions of law. In any event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of

said stock in proportion to their respective holdings thereof.

EIGHTH: The shares of stock of the corporation shall be transferrable only on the books of the corporation thereupon surrender of certificates therefor properly endorsed.

NINTH: The number of Directors of the corporation shall be three (3), which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after July 1, 1982, the corporation hereby elects to have no Board of Directors. The names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualified are: Gregory A. Ernst, Linda E. Wigfield and Charles F. Wagaman, Jr.

TENTH; The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the corporation and of the Directors and Stockholders.

A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of common stock, whether now or hereafter authorized for such consideration as the said Board of Directors deems advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the By-laws of the Corporation.

B. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law. Any such amendment shall be valid if authorized by the holders of majority of all issued and outstanding shares of common stock unless a greater percentage is required by the provisions of law.

C. Stockholders shall have preemptive rights.

ELEVENTH: The Charter of this Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and acknowledge the same to be our act on this 28th day of May, A.D., 1982.

CHARLES F. WAGAMAN, JR.
ATTORNEY AT LAW
82 WEST WASHINGTON ST.
HAGERSTOWN, MD 21740

Gregory A. Ernst

Gregory A. Ernst
Linda E. Wigfield

Linda E. Wigfield
Charles F. Wagaman, Jr.

Charles F. Wagaman, Jr.

ARTICLES OF INCORPORATION
OF
ERNST'S MARKET, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 10, 1982 at 10:30 o'clock A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2545, folio 0777 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____
5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 127423

8205519

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

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

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

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

The name of the Directors who shall act until the first annual meeting or until their successors is duly chosen and qualified are: Robert L. Monninger and Delores J. Monninger.

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

(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, convertible securities, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(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.

(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 or merger.

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.

(4) With respect to: (1) the amendment of the Charter of the Corporation; (2) the consolidation of the Corporation with one or more other corporations to form a new consolidated corporation; (3) the merger of the Corporation into another corporation into the Corporation; (4) the sale, lease, exchange or transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises; and (5) the voluntary liquidation, dissolution, or winding-up of the Corporation, notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of two-thirds (2/3) of the votes entitled to be cast thereon or, if two or more classes of stock are entitled to vote separately thereon by two-thirds (2/3) of the votes entitled to be cast thereby by each class, such action shall be effective and valid if taken or authorized by a majority of the votes entitled to be cast thereon.

EIGHTH: (1) As used in the 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 sub-sections (b) and (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10th day of June, 1982, and acknowledged the same to be my act.

WITNESS:

Sandra Z. Breiden

Edward N. Button
EDWARD N. BUTTON

ARTICLES OF INCORPORATION

OF

D & B PRODUCE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 11, 1982 at 9:25 o'clock A M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2545, folio 1967, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND WASHINGTON COUNTY RECEIVED FOR RECORD

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

LAND VAUGHN J BAKER, CLERK

A 127480

8205582

Received for record Sept 27, 1982 at 12:01 o'clock pm liber 31

HUB CITY SPRINKLERS, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, Edward A. Carr, Jr., whose post office address is 21 Olde Stone Court, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is HUB CITY SPRINKLERS, INC.

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

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

(1) To manufacture, market, sell, distribute, install, design and otherwise deal in industrial sprinkler systems and fire protection products; and to perform all necessary and proper related services and activities in connection therewith; and

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

FIFTH: The post office address of the principal office of the Corporation in this State is 21 Olde Stone Court, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward A. Carr, Jr., 21 Olde Stone Court, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a

1982 JUN 11 A 10 52

party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

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

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

(4) Any indemnification under paragraph (1) or (2) of this Article EIGHTH (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article EIGHTH. Such determination shall be made: (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit

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

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

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of May, A.D., 1982, and I acknowledge the same to be my act.

WITNESS:

Brenda Lea Keefer

Edward A. Carr Jr
Edward A. Carr, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28th day of May, A.D., 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared EDWARD A. CARR, JR., who did acknowledge the foregoing Articles of Incorporation for Hub City Sprinklers, Inc. to be his voluntary act and deed, and that the matters and facts as therein stated are true and correct.

WITNESS my hand and Official Notarial Seal.

MY COM EX: 7/1/82

Brenda Lea Keefer
Brenda Lea Keefer, Notary Public



ARTICLES OF INCORPORATION

OF

HUB CITY SPRINKLERS, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland June 11, 1982 at 10:52 o'clock A M. as in conformity with law and ordered recorded.

4

Recorded in Liber 2545, folio 1924 one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 127473

8205592

SEP 27 12 01 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

bt

Received For Record Sept. 27, 1982 at 12:01 o'clock pm liber 31

ARTICLES OF INCORPORATION

OF

SUNRISE PLUMBING & HEATING, INC.

THIS IS TO CERTIFY:

That we, the subscribers: William D. Parker, whose post office address is 122 North Cannon Avenue, Hagerstown, Maryland, and Catherine Virginia Parker, whose post office address is 122 North Cannon Avenue, Hagerstown, Maryland, and Walter Joe Nye, whose post office address is Route 2 - Box 88C1, Boonsboro, Maryland, all being of full legal age, do under and by virtue of the General Corporation Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

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

SUNRISE PLUMBING & HEATING, INC.

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

(a) To do plumbing, heating, water, gas and steam fitting of all kinds. To invent, design, manufacture, buy, sell, install, inspect, and repair heating, cooling, ventilating, water supply, lighting, and sewage disposal systems, appliances, apparatus, machinery, equipment, materials, and supplies of all kinds. To make and furnish estimates of costs for work and materials of the kind above described. To acquire, by competitive bidding or otherwise, make, and perform contracts pertaining to any of the foregoing business. To deal in scrap metal and junk.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner encumber or dispose of goods, wares, merchandise, implements, and other personal property or equipment of every kind.

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

(d) To carry out all or any part of the aforesaid purposes, and to conduct its business in all or any of its branches in any or all states, territories, districts, colonies, and dependencies of the United States of America and in foreign countries; and to maintain offices and agencies, in any or all states, territories, districts, colonies and dependencies of the United States of America and in foreign countries.

THIRD: The principal office of the Corporation in this State will be maintained at 122 North Cannon Avenue, Hagerstown, Maryland. The resident agent of the Corporation is William D. Parker, whose post office address is 122 North Cannon Avenue,

1982 JUN 11 A

Hagerstown, Maryland. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FOURTH: The total number of shares of stock which the Corporation has authority to issue is Two Thousand (2,000) shares of the par value of Fifty and no/100 Dollars (\$50) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand and no/100 Dollars (\$100,000).

FIFTH: The Corporation shall have three (3) directors and William D. Parker and Catherine Virginia Parker and Walter Joe Nye shall act as such until the first annual meeting, or until their successors are duly chosen and qualify.

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

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

(b) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, re-classification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of four-fifths (4/5) of all such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

SEVENTH: The Board of Directors is hereby authorized to issue to William D. Parker One Hundred Seventy-six (176) shares of stock in payment to him of the truck, plumbing tools, equipment and supplies which he is assigning to the Corporation. The Board of Directors is also authorized to issue to Walter Joe Nye Twenty-four (24) shares of stock for services rendered.

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

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 14th day of June, 1982.

Witness:

Debra A. McClure

William D. Parker
William D. Parker

Catherine Virginia Parker
Catherine Virginia Parker

Walter Joe Nye
Walter Joe Nye

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 11th day of June, 1982, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William D. Parker and Catherine Virginia Parker and Walter Joe Nye and each acknowledged the foregoing Articles of Incorporation to be their respective act and deed.

WITNESS my hand and Official Notarial Seal.



Debra A. McClure
Notary Public

ARTICLES OF INCORPORATION
OF
SUNRISE PLUMBING & HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland June 14, 1982 at 9:08 o'clock A. M. as in conformity
with law and ordered recorded.

4

Recorded in Liber 2545, folio 2236 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ 5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

D. W. Hill



OF MARYLAND
WASHINGTON COUNTY
RECORDED FOR RECORD

A 127512
8205672

JUN 27 12 01 PM '82
LIBER _____ FOLIO _____
LAND _____
VAUGHN J. BAKER, CLERK

Med William P. Young Jr. 07/8/82
PO Box 1267
Hagerstown MD 21740

1051

35 PAGE 747

Received For Record October 6, 1982 at 9:32 o'clock am liber 31
1854

THRIFT LOAN CORPORATION

ARTICLES OF SALE AND TRANSFER

DEPT -6 87 A # 11226 *** 46.00

Rec'd for Record May 4 1982 At 3:07 o'clock PM Same Day Recorded & Ex'd per Charles C. Keller, CLS

Articles of Sale and Transfer are entered into this 15th day of April 1981 by and between Thrift Loan Corporation, a Maryland Corporation hereinafter sometimes referred to as the "Transferor" and J & W Associates, a Maryland partnership, hereinafter referred to as "Transferee".

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, to transfer, and assign substantially all of its property and assets to Transferee composed of tangible and intangible personal property.

SECOND: Transferor is a Maryland Corporation in good standing formed under the laws of the State of Maryland on 12 May 1962. Its principal office is Middletown Valley Bank Building, Middletown, Maryland 21769.

THIRD: Transferee is a Maryland general partnership in good standing and formed under the laws of the State of Maryland on 13 April 1981. Its principal office is Middletown Valley Bank Building, Middletown, Maryland 21769.

FOURTH: The Transferor owns an interest in land in Washington County, State of Maryland. The Transferee does not own an interest in land in the State of Maryland.

FIFTH: The nature and amount of the consideration to be paid by Transferee for the property hereby transferred to it as more particularly described in Article SEVENTH herein is Six

KB

529

Hundred Thousand (\$600,000.00) Dollars to be paid in accordance with the terms of a Sales Agreement dated 15 April, 1981 by and between Transferor and Transferee.

SIXTH: The Board of Directors of Transferor adopted a resolution declaring that the sale and transfer of the real property as hereinafter set forth is advisable and directed that these Articles of Sale and Transfer be submitted to the shareholders of Transferor for approval, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor. The shareholders of Transferor have adopted a resolution approving these Articles of Sale and Transfer, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: In consideration of the payment to Transferor as provided in the Agreement of Sale as above recited in Article FIFTH, Transferor does hereby bargain, sell, grant, convey and assign to Transferee:

PARCEL No. 1: All that tract of land or farm, situate in Boonsboro, Election District (No. 6), Washington County, Maryland and more particularly described as follows: Being all that tract or parcel of land, together with the improvements thereon and the rights, ways and appurtenances thereunto belonging or in anywise appertaining, adjoining the properties now or formerly owned by Wilford D. King, Mrs. Susan A. Lakin, Mrs. Annie Nicodemus, Mrs. Edw. E. Hutzel and Mrs. Mary E.

Shafer and others, being part of a tract of land called "Bealls Chance" and part of a tract called "The Resurvey on the Grove" or whatever name or names known or called, and being included in the following metes and bounds, to-wit: Beginning at the end of the fifth line of a deed from Joseph Weast, Trustee, to Elias Davis, dated July 13, 1837, and recorded in Liber T.T., folio 62, one of the land records of said Washington County, and running thence South 70 degrees, West 85.6 perches; South 20 degrees, West 42-1/4 perches; South, 58 perches to the North margin of the State Road leading from Boonsboro to Sharpsburg; then along the North margin of said road South 35-1/2 degrees, West 21-1/4 perches; South 14-1/2 degrees, West 2 perches to the middle of said State Road; thence along the middle of said State Road, South 71-3/4 degrees, West 42 perches; thence leaving said State Road and bounding on the lands formerly owned by Adam Hutzel with the six following lines and distances: South 65 degrees, East 36.4 perches to a stone; South 40 degrees, East 40 perches; South 49 degrees, East 8.6 perches; South 18-1/2 degrees, East 4 perches; South 1-1/2 degrees, East 46.8 perches to a stone; South 77 degrees, East 7.6 perches to a stone; thence North 22-1/2 degrees, East 72.2 perches to a stake; South 88-1/4 degrees, East 84 perches to the West side of the public road leading from Boonsboro to Nicodemus' Mill; thence along said road on the West side thereof North 14 degrees, East 34.9 perches; North 6 degrees, East 54 perches to a stone; North 5 degrees, East 13.7 perches; then leaving said road, North 85 degrees, West 13 perches;

North 21 degrees, West 21.4 perches to the end of the fourth line of the aforesaid deed from Weast, Trustee, to Elias Davis; then with the fifth line in said deed, North 21 degrees, West 73-3/4 perches to the beginning.

SAVING AND EXCEPTING THEREFROM, HOWEVER, all those tracts or parcels of land, namely:

(a) All of that tract of land containing 7.72 acres, more or less, which was conveyed from G. Merlin Snyder and Janet M. Snyder, his wife, to the State of Maryland, to the use of the State Roads Commission of Maryland by deed dated October 17, 1956, and recorded in Liber 316, folio 357, one of the land records of Washington County, Maryland.

(b) All those lots, streets, roads, easements and appurtenant structures known as Section A, Crest View Development as depicted on a plat entitled Plat of Crest View Development which is recorded at plat folio 600, one of the plat records maintained by the Clerk of the Circuit Court for Washington County, Maryland.

(c) All that parcel of ground described in deed from Thrift Loan Corporation to Lucien D. Thibault and Lois E. Thibault dated 2 August 1978 and recorded at Liber 666, folio 584, together with the improvements thereon.

(d) All that parcel described in a Deed of Easement from Thrift Loan Corporation to the Town of Boonsboro dated 22 February 1978 and recorded at Liber 654, folio 734.

This property is subject to a right-of-way granted by Thrift Loan Corporation to Potomac Edison dated 6 September

1975 and recorded at Liber 600, folio 837.

PARCEL NO. 2: All that tract or parcel of land, together with the improvements thereon, and all rights, ways, easements privileges, and appurtenances thereunto belonging or in anywise appertaining and being situate along the Northeast side of Alternate U.S. Route 40 approximately one-half mile Northwest from its intersection with Maryland Route No. 66, in Election District 6, Washington County, Maryland and beginning at a post standing at or near the beginning of Part No. 1 of Parcel No. 3 of the deed from A. D. Mullendore, Trustee, to Joseph E. Moser and Regina J. Moser, his wife, dated August 16, 1956, and recorded in Liber 314, folio 80, one of the land records of Washington County, and running thence with the lines of said deed North 30 degrees 54 minutes West 1474.02 feet to a planted stone, thence North 17 degrees 08 minutes East 781.73 feet to a planted stone, thence leaving the outlines of Part No. 1 and running so as to include Part No. 2 of said Parcel No. 3 North 3 degrees 04 minutes East 631.88 feet to a post, and North 89 degrees 44 minutes West 610.14 feet to a post, thence continuing with the line of Part No. 1 North 89 degrees 45 minutes West 1806.15 feet to a post on the North east margin of said Highway, thence along the margin thereof South 23 degrees 44 minutes East 1605.93 feet to a point, thence leaving the Highway and running back therefrom North 65 degrees 53 minutes East 192.0 feet to a point, thence South 24 degrees 07 minutes East 500.0 feet to an iron pipe, thence South 65 degrees 53 minutes West 192.0 feet to an iron pipe in the Northeast

margin of the Highway, thence along said Highway South 23 degrees 57 minutes East 445.86 feet to a point, thence leaving the Highway and running back therefrom North 79 degrees 48 minutes East 218.52 feet to a point, thence South 24 degrees 14 minutes East 72.0 feet to a point, thence South 65 degrees 46 minutes West 212.0 feet to the margin of the Highway, thence along same South 24 degrees 28 minutes East 377.75 feet to a point, thence leaving the Highway and running back therefrom North 65 degrees 53 minutes East 212.0 feet to a point, thence along the Northeast margin of a public alley South 24 degrees 07 minutes East 360.0 feet to a point, thence along the margin of a 46 foot right of way South 65 degrees 53 minutes West 212.0 feet to the margin of the Highway thence along the same South 24 degrees 07 minutes East 46.0 feet to a point, thence leaving the Highway and running back therefrom along said right of way North 65 degrees 53 minutes East 212.0 feet to a point, thence along the Northeast margin of the projection of the aforementioned public alley South 24 degrees 07 minutes East 438.63 feet to a point; thence running so as to exclude the parcel of land retained by Joseph E. Moser and Regina J. Moser, his wife, North 24 degrees 26 minutes East 901.79 to a post, thence South 60 degrees 56 minutes East 297.64 feet to a stake, thence with the lines of the original deed North 84 degrees 37 minutes East 195.48 feet to a post, thence South 31 degrees 29 minutes East 56.98 feet to a post, and North 73 degrees 12 minutes East 282.76 feet to the place of beginning; containing 114.06 acres of land, more or less, SAVING AND EXCEPTING from

the above the rights of way heretofore granted or implied over the bed of the 46 foot right of way included in the conveyance for the purpose of ingress and egress between the said Highway and the public alley hereinbefore mentioned.

SAVING AND EXCEPTING from the above described property the following:

(a) All that parcel described in a deed from Chas. H. Gouker, et al, to Jack M. Charles and wife, dated 19 May 1967 and recorded at Liber 455, folio 58.

(b) All that parcel described in a deed from Charles H. Gouker, et al. to Joseph E. Moser and wife, dated 16 August 1967 and recorded at Liber 460, folio 44.

(c) All that parcel described in a deed from Thrift Loan Corporation to Gale L. Kline and wife, dated 29 August 1967 and recorded at Liber 460, folio 171.

(d) All that parcel described in a deed from Thrift Loan Corporation to John D. Reese and Joan Reese, dated 1 June 1978 and recorded at Liber 661, folio 230.

(e) All those parcels described in a deed from Thrift Loan Corporation to Local Board of Trustees of the Church of God at Boonsboro dated 1 June 1978 and recorded at Liber 662, folio 412, together with a right-of-way in common with others for the purpose of ingress and egress over a roadway 50 feet in width running between the parcels hereby conveyed.

(f) Situate along the Northeast side of Alternate U.S. Route No. 40 approximately one-half mile Northwest from its intersection with Md. Route No. 66, in Election District

No. 6, Washington County, Maryland and being more particularly described as follows: Beginning at a stone at the end of the first line of a deed from Charles H. Gouker and Selvia Jean Gouker, his wife, and Gale L. Kline and Patricia C. Kline, his wife, to Thrift Loan Corporation dated August 29, 1967 and recorded in Liber 460, folio 46, one of the land records of Washington County, and running thence South 59 degrees 06 minutes West 550.00 feet to a point, thence running South 30 degrees 54 minutes East 500.00 feet to a point, thence running North 59 degrees 06 minutes East 550.00 feet to a point on the first line of said deed, thence binding on said first line North 30 degrees 54 minutes West 500.00 feet, more or less, to the point of beginning; containing 6.31 acres of land more or less, together with a temporary, nonexclusive easement over the existing farm lane as depicted on a Plat of Parcel D for Thrift Loan Corporation, Middletown, Maryland, prepared by Seibert, Whitesell and Campbell, dated July 1978, for the purpose of ingress and egress from Alternate U.S. Route 40 to the land described above.

(g) All that parcel described in a Deed of Easement from Thrift Loan Corporation to the Town of Boonsboro dated 5 May 1975 and recorded at Liber 597, folio 588.

EIGHTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland Corporation, and Transferee, a Maryland general partnership. It is understood and agreed that these Articles of Sale and Transfer shall be construed in accordance

with the law applicable to contracts made and performed entirely within the State of Maryland.

IN WITNESS WHEREOF, Thrift Loan Corporation, a Maryland corporation and J & W Associates, a Maryland general partnership, have caused these Articles of Sale and Transfer to be signed and acknowledged on behalf of the Transferor Corporation by its President and attested by its Secretary and the Transferee by its general partners.

Attest to Signature
and Corporate Seal:

Bernice H. Williams
Bernice H. Williams
Secretary

THRIFT LOAN CORPORATION

By Clarence R. Williams
Clarence R. Williams
President

J & W ASSOCIATES, a Maryland
General Partnership

By Schuyler W. Jackson
Schuyler W. Jackson
General Partner

By Clarence R. Williams
Clarence R. Williams,
General Partner

The undersigned, President of Thrift Loan Corporation, who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, that the foregoing Articles of Sale and Transfer are the corporate act of said Corporation and further certifies, that to the best of his knowledge, information, and belief, the matters and facts set forth therein, with respect

to the approval thereof, are true in all material respects,
under the penalties of perjury.

THRIFT LOAN CORPORATION

By Clarence R. Williams
Clarence R. Williams
President

The undersigned, general partners of J & W Associates,
Inc., who executed on behalf of said general partnership, the
foregoing Articles of Sale and Transfer of which this
certificate is made a part hereby acknowledges, in the name and
on behalf of said partnership, that the foregoing Articles of
Sale and Transfer to be the act of said partnership and further
certify, that to the best of their knowledge, information, and
belief, the matters and facts set forth therein, with respect
to the approval thereof, are true in all material respects,
under the penalties of perjury.

J & W ASSOCIATES, a Maryland
General Partnership

By Schuylter W. Jackson
Schuylter W. Jackson

By Clarence R. Williams
Clarence R. Williams,

142

RECORDING FEE
RECORDATION TAX
TRANSFER TAX
TOTAL

46.00

ARTICLES OF SALE AND TRANSFER

BETWEEN

THRIFT LOAN CORPORATION (MD. CORP.) Transferor

AND

J & W ASSOCIATES (MD. General Partnership) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland August 4, 1981 at 10:30 o'clock A M. as in conformity with law and ordered recorded.

Recorded in Liber 2514, folio 1853, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 30.00 Special Fee paid \$ _____
4.00 Certif. to Frederick Co. Land Offi
\$ 34.00

To the clerk of the Circuit Court of Frederick 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

J. Edwin Qualley



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 114402

OCT 6 9 32 AM '82

LIBER _____
LAND _____
VAUGHN J. HAKER, CLERK

Received for Record: November 9, 1982 at 2:37 p.m.
Incorporation Liber No. 31
Office of the Clerk of the Circuit Court for Washington County

13752
13754

1062

CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS
OF MACCAFERRI GABIONS MANUFACTURING CO., INC.,
FOR CHANGE OF RESIDENT AGENT
AND PRINCIPAL OFFICE

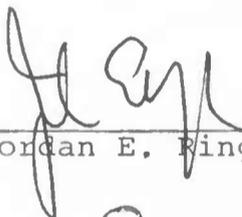
13002 *****50
13003 *****75

I, Jordan E. Ringel, do hereby certify that I am
the duly elected, qualified and acting Secretary of MACCA-
FERRI GABIONS MANUFACTURING CO., INC., a corporation formed
and existing under the laws of the State of Maryland, and
that at a meeting of the Board of Directors of said Corpora-
tion, held on the 17th day of June , 1982, the following reso-
lutions were adopted, which said resolutions remain in full
force and effect.

"RESOLVED that the resident agent of this
Corporation in the State of Maryland be and it
hereby is changed to THOMAS A. WADE, the post of-
fice address of whom is 138 West Washington Street,
Hagerstown, Maryland 21740. The said resident agent
so designated is a resident of the State of Maryland.

"FURTHER RESOLVED that the principal office
of this Corporation be and it hereby is changed from
The Corporation Trust Inc., 25 South Charles Street,
Baltimore, Maryland to MACCAFERRI GABIONS MANUFAC-
TURING CO., INC., P.O. Box 43A, Governor Lane Blvd.,
Williamsport, Maryland 21795.

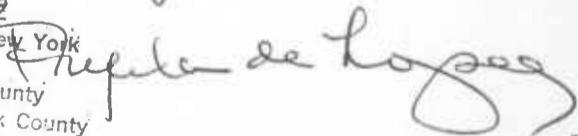
IN WITNESS WHEREOF, I have set my hand and the seal of
the Corporation this 26th day of July, 1982.



Jordan E. Ringel, Secretary

Sworn to before me this
26 day of July, 1982

ANGELA DE LOPEZ
Notary Public, State of New York
No. 41-45051C2
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1983



NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT AND
AGENT'S ADDRESS

265

OF

MACCAFERRI GABIONS MANUFACTURING COMPANY, INC.

received for record August 18, 1982 , at 2:30 P.M.
and recorded on Film No. 2550 Frame No. 3753 one of
the charter records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Washington County

AA N^o 20890 A

Special Fee Paid	\$5.00	50
Recording Fee Paid	\$3.00	75
Total	\$8.00	

Mr. Clerk Mail to: C T Corporation System
1633 Broadway
New York, New York 10019

rnc

CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS
OF GABION CONSTRUCTION, INC., FOR CHANGE OF
RESIDENT AGENT AND PRINCIPAL OFFICE

13095 *****75

13091 *****50

I, Jordan E. Ringel, do hereby certify that I am the
duly elected, qualified and acting Secretary of GABION CON-
STRUCTION, INC., a corporation formed and existing under the
laws of the State of Maryland, and that a meeting of the Board
of Directors of said Corporation, held on the 17th day of
June, 1982, the following resolutions were adopted, which said
resolutions remain in full force and effect:

"RESOLVED that the resident agent of this Cor-
poration in the State of Maryland be and it hereby
is changed to THOMAS A, WADE, the post office address
of whom is 138 West Washington Street, Hagerstown,
Maryland 21740. The said resident agent so designated
is a resident of the State of Maryland.

"FURTHER RESOLVED that the principal office of
this Corporation be and it hereby is changed from The
Corporation Trust Inc., 25 South Charles Street, Balti-
more, Maryland to GABION CONSTRUCTION, INC., P.O. Box 43A,
Governor Lane Blvd., Williamsport, Maryland 21795.

IN WITNESS WHEREOF I have set my hand and seal of the Cor-
poration this 26th day of July, 1982.

Jordan E. Ringel, Secretary

Sworn to before me
this 26 day of July,
1982

ANGELA DE LOPEZ
Notary Public, State of New York
No. 41-4505102
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1983

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT AND
AGENT'S ADDRESS

OF

GABION CONSTRUCTION, INC.

265-

received for record August 18, 1982, at 2:30 P.M.

and recorded on Film No. 2550 Frame No. 3751 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA No 20889A

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	<u>\$8.00</u>

50
75

Mr. Clerk Mail to: C T Corporation System
1633 Broadway
New York, New York 10019

rnc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 9 2 37 PM '82

LIBER _____

LAND _____
VAUGHN J. PAKER, CLERK

Received for Record: November 9, 1982 at 2:37 p.m.
Incorporation Record No. 31

Office of the Clerk of the Circuit Court for Washington County
CERTIFIED COPY OF RESOLUTION OF BOARD OF DIRECTORS
OF MACCAFERRI GABIONS, INC., FOR CHANGE OF
RESIDENT AGENT AND PRINCIPAL OFFICE

MP 10-27 AE 13607 *****75

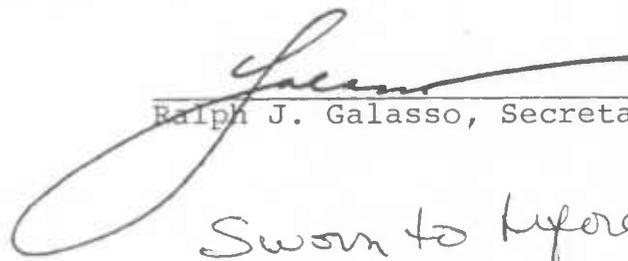
MP 10-27 AE 13608 *****50

I, Ralph J. Galasso, do hereby certify that I am the duly elected, qualified and acting Secretary of MACCAFERRI GABIONS, INC., a corporation formed and existing under the laws of the State of Maryland, and that at a meeting of the Board of Directors of said Corporation, held on the 17th day of June, 1982, the following resolutions were adopted, which said resolutions remain in full force and effect:

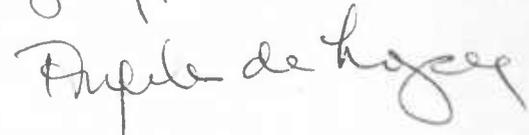
"RESOLVED that the resident agent of this Corporation in the State of Maryland be and it hereby is changed to THOMAS A. WADE, the post office address of whom is 138 West Washington Street, Hagerstown, Maryland 21740. The said resident agent so designated is a resident of the State of Maryland.

"FURTHER RESOLVED that the principal office of this Corporation be and it hereby is changed from The Corporation Trust Inc., 25 South Charles Street, Baltimore, Maryland to MACCAFERRI GABIONS INC., P.O. Box 43A, Governor Lane Blvd., Williamsport, Maryland 21795.

IN WITNESS WHEREOF I have set my hand and the seal of the Corporation this 22nd day of July, 1982.


Ralph J. Galasso, Secretary

Sworn to before
me, this 26 day
of July, 1982



ANGELA DE LOPEZ
Notary Public, State of New York
No. 41-4865102
Qualified in Queens County
Certificate Filed in New York County
Commission Expires March 30, 1983

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT
AND AGENT'S ADDRESS

OF

MACCAFERRI GABIONS, INC.

265

received for record August 18, 1982 , at 2:30 P.M.
and recorded on Film No. 2550 Frame No. 3749 one of
the charter records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Washington County

AA No 20888 A

Special Fee Paid	\$5.00	50 75
Recording Fee Paid	<u>\$3.00</u>	
Total	\$8.00	

Mr. Clerk Mail to: C T Corporation System
1633 Broadway
New York, New York 10019

rmc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 9 2 37 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

1068

July 28, 1982

WA - 6 82 A 7 13800 *****75

WA - 6 82 A 7 13800 *****50

Mr. Douglas M. Newcomb
President
DCA, Inc.
Route 1, Box 22
Falling Waters, West Virginia 25419

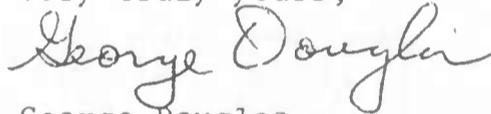
RE: DCA, Inc.

Dear Mr. Newcomb:

This is to inform you that, effective immediately, I am resigning as Vice President and Resident Agent of DCA, Inc. I am hereby relinquishing any and all position or interest in said Company.

As you are aware, Maryland Law requires that all Corporations have an assigned Resident Agent which means you will immediately have to notify The Department of Assessments and Taxation of the appointment of a new Resident Agent. A photocopy of this letter is being sent at this time to The Department of Assessments and Taxation and will become effective within ten (10) days after its receipt by them.

Very truly yours,



George Douglas

GD:fm

cc: Richard Jacobs, Attorney
Dept. of Assessments & Taxation

1982 AUG 18 A 9 11

NOTICE OF RESIGNATION OF RESIDENT AGENT

265

OF

DCA, INC.

received for record August 18, 1982

, at 9:11 A.M.

and recorded on Film No. 2550

Frame No. 3733 one of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County

AA No 20880A

Special Fee Paid	\$5.00
Recording Fee Paid	\$3.00
Total	\$8.00

\$0
75

Mr. Clerk Mail to: George Douglas
Route 6, Box 226
Hagerstown, Maryland 21740

rnc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 9 2 37 PM '82

LIBER _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record Nov. 9, 1982 at 2:37 o'clock pm liber 31
KIRK RENTALS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Kirk Rentals, Inc.

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

- (1) To engage in the business of rental of automobiles and other motor vehicles; and to engage in any other lawful purpose and/or business.
- (2) To do anything permitted by §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 100 Ford Drive, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Keith A. Kirk, 100 Ford Drive, Hancock, Maryland 21750. 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 (\$5,000.00) 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, but shall never be less than (1), provided that:

- (1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than (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:

Keith A. Kirk
Lemuel E. Kirk

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.

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 §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of July, 1982, and I acknowledge the same to be my voluntary act and deed.

Joni Seidenberger
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION
OF
KIRK RENTALS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 29, 1982 at 9:11 o'clock A. M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2551, folio 0725 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 129509

Nov 9 2 37 PM '82

8207592

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

Received For Record November 9, 1982 at 2:37 o'clock pm liber 31

ARTICLES OF INCORPORATION

OF

THE OLE HOMESTEAD FAMILY RESTAURANT, INC.

THIS IS TO CERTIFY:

FIRST: That We, the subscribers, Michael J. Kipe, whose post office address is 5 Garrett Street, Hagerstown, Maryland 21740; Carolyn F. Kipe, whose post office address is 5 Garrett Street, Hagerstown, Maryland 21740; and David K. Poole, Jr., whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740; all being of full legal age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, associate ourselves with the intention of forming a corporation.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is: THE OLE HOMESTEAD FAMILY RESTAURANT, 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:

A. To operate, conduct, furnish, equip, and manage restaurants, inns, eating houses, taverns, or cafes, and generally to do and perform everything necessary for carrying out the aforesaid purposes; and to prepare and serve all food, beverages, alcoholic or nonalcoholic, and other preparations and refreshments of all kinds.

B. To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise, use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve,

1983 JUL 30 A 9 25

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

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

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

E. To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any

government or authority or subdivision or agency thereof.

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

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes created in each clause shall, except where otherwise stated, be in nowise limited or restricted by any terms or provisions of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is 5 Garrett Street, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Michael J. Kipe, whose post office address is 5 Garrett Street, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three (3) directors and Michael J. Kipe, Carolyn F. Kipe, and David K. Poole, Jr. shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total amount of the authorized capital stock of the Corporation is One Hundred Thousand (\$100,000.00) Dollars par value, divided into Ten Thousand (10,000) shares of par value of Ten (\$10.00) Dollars each.

SEVENTH: The management of the property, business and affairs of the Corporation shall be vested in the Board of Directors, who shall dictate its general business policy and, subject to any provisions of statute or to the vote of its stockholders, determine all matters and questions pertaining to its business and affairs.

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

B. The Board of Directors shall have the power to mortgage the property of the Corporation from time to time, without the approval of the stockholders, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

C. The Board of Directors shall from time to time determine whether, and to what extent, and at what times and places and under what conditions and regulations, the accounts and books of the Corporation, of any of them, shall be open to the inspection of the stockholders, and no stockholder shall have the right to inspect any account, book or document of the Corporation except as aforesaid by the Statutes of Maryland or as

authorized by the Board of Directors or by a resolution of the stockholders.

D. The above granted powers to the Corporation and to the Board of Directors thereof are in furtherance of and not in limitation of the general powers conferred by law upon the Directors of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 28th day of July, 1982.

WITNESS:

Charlotte Eichelberger

Michael J. Kipe (SEAL)
Michael J. Kipe

Carolyn F. Kipe (SEAL)
Carolyn F. Kipe

Charlotte Eichelberger

David K. Poole, Jr. (SEAL)
David K. Poole, Jr.

Charlotte Eichelberger

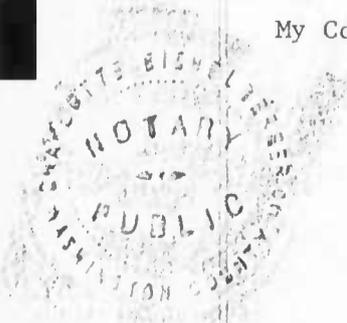
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28th day of July, 1982, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared MICHAEL J. KIPE, CAROLYN F. KIPE and DAVID K. POOLE, JR., known to me (or satisfactorily proven) to be the persons whose names are subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Charlotte Eichelberger
Notary Public

My Commission Expires:
July 1, 1986.



ARTICLES OF INCORPORATION
OF
THE OLE HOMESTEAD FAMILY RESTAURANT, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland July 30, 1982 at 9:25 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2551, folio 1132, one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Rob De



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 129570

8300052

Nov 9 2 37 PM '82
LIBER _____ FOLIO _____

LAND _____
VAUGHN J BAKER, CLERK

rb

Received For Record November 9, 1982 at 2:37 o'clock pm liber 31

THE MANBECK BREAD COMPANY

ARTICLES OF REVIVAL

(TITLE 3, SUBTITLE 508-509-510 of
"CORPORATIONS AND ASSOCIATIONS ARTICLE" OF
THE ANNOTATED CODE OF MARYLAND)

The Manbeck Bread Company, a Maryland corporation having its principal office in Hagerstown, Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The charter of the Corporation was forfeited on October 7, 1981, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was The Manbeck Bread Company.

THIRD: The name by which the Corporation will hereafter be known is The Manbeck Bread Company.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 2080 Woodhill Drive, Hagerstown, Maryland 21740

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Donald A. Beaver, Sr., 2080 Woodhill Drive, Hagerstown, Maryland 21740. Said resident agent is a resident of the State of Maryland.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;
- (c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and
- (d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on May 26 , 1982.

Donald A. Beaver, Sr.
Last Acting President, Donald A. Beaver, Sr.

Sally Beaver
Last Acting Secretary, Sally Beaver

STATE OF MARYLAND

ss.:

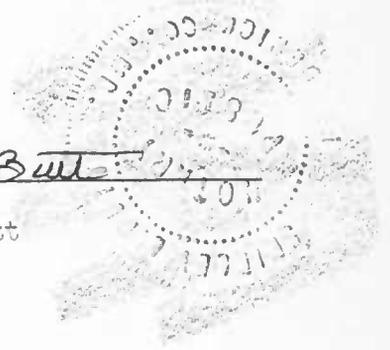
CITY/COUNTY OF Frederick

I HEREBY CERTIFY that on this 26th day of May, 1982, before me, the subscriber, a notary public of the State of Maryland in and for the ~~City~~ City/County of Frederick , personally appeared, Donald A. Beaver,

Sr., the last acting President, and Sally Beaver, the last acting Secretary of The Manbeck Bread Company, a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Shirley L. Butt
Notary Public
Shirley L. Butt



My Commission expires:

July 1, 1982

ARTICLES OF REVIVAL
OF
THE MANBECK BREAD COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 3, 1982 at 11:40 o'clock ^A M. as in conformity
with law and ordered recorded. 4

Recorded in Liber 2552, folio 10119 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ 30.00

5.00

To the clerk of the _____ Circuit Court of _____ Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

NOV 9 2 37 PM '82

LIBER _____ FOLIO _____

LAND _____
VAUGHN J. BAKER, CLERK

A 129802

8300243

Received For Record November 9, 1982 at 2:38 o'clock pm liber 31
SOUTHERN WASHINGTON COUNTY SOCCER LEAGUE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Robert E. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland, 21740, 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 hereafter called the "Corporation") is:

SOUTHERN WASHINGTON COUNTY SOCCER LEAGUE, INC.

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

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the beforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them,

and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to §501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the

Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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

(1) To provide instruction and supervised competition for boys and girls.

(2) To promote the fundamentals of soccer and good sportsmanship.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 7, Keedysville, Maryland, 21756.

The name and post office address of the Resident Agent of the Corporation in this State is: Ruth Milam, Route 1, Box 69-1, Keedysville, Maryland, 21756. Said Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for; and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be ten (10), which number may be increased or decreased pursuant to 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:

Ruth Milam, President
Martha Meeham, Vice President
Susan Shaefer, Secretary
Virginia Breeden, Treasurer

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

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

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities

of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under §501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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

TENTH:

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

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

(c) The Corporation shall not retain any excess business holdings as defined in §4942(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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

(e) The Corporation shall not make any taxable expenditures as defined in §4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal Tax Laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 22nd day of July, 1982, and I acknowledge same to be my act.


Robert E. Kuczynski

ARTICLES OF INCORPORATION

OF

SOUTHERN WASHINGTON COUNTY SOCCER LEAGUE, INC.

approved and received for record by the State Department of Assessments and Taxation of Maryland August 4, 1982 at 9:01 o'clock A. M. as in conformity with law and ordered recorded. 7

Recorded in Liber 2552, folio 1111, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ 20.00 Recording fee paid \$ 22.00 Special Fee paid \$ 5.50

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

Rob D



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 129924

Nov 9 2 38 PM '82

LIBER 31 FOLIO 1083 8300336

LAND INCORPORATION
VAUGHN J. BAKER, CLERK

Received For Record November 9, 1982 at 2:38 o'clock pm liber 31

1983 AUG -2 A 9:34

ARTICLES OF AMENDMENT

of

U-CALL PAINTING CONTRACTORS, INC.

THIS IS TO CERTIFY:

FIRST: That U-Call Painting Contractors, Inc. of Hagerstown, Maryland will hereafter be known as a close corporation.

SECOND: That at a joint meeting of the Board of Directors and Shareholders of U-Call Painting Contractors, Inc., at which 100% of the outstanding stock was represented, it was unanimously voted to amend the Articles of Incorporation to elect to be a close corporation.

THIRD: That the Resident Agent is Thomas H. Shank whose post office address is 521 North Locust Street, Hagerstown, Maryland 21740.

FOURTH: That the corporate office is located at 521 North Locust Street, Hagerstown, Maryland 21740.

FIFTH: That Article Seventh (a) be deleted and in its place the following wording is hereby adopted:

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

SIXTH: That Article Seventh (f) be deleted and in its place the following wording is hereby adopted:

(f) 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 a vote of the Stockholders, such action shall be

ARTICLES OF AMENDMENT
OF
U-CALL PAINTING CONTRACTORS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 3, 1982 at 9:01 o'clock A M. as in conformity
with law and ordered recorded.

3

Recorded in Liber 2552, folio 0130 one of the Charter Records of the State
Department of Assessments and Taxation of Maryland.

Bonus tax paid \$ _____ Recording fee paid \$ 20.00 Special Fee paid \$ _____

5.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

Nov 9 2 38 PM '82 **A** 129804

LIBER _____ FOLIO _____

LAND _____
VAUGHN BAKER, CLERK 8300240

Received For Record November 9, 1982 at 2:38 o'clock pm liber 31

HAGERSTOWN QUALITY FOODS, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this ^{5th} day of *August*, 1982, by and between Hagerstown Quality Foods, Inc., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor") and Home Federal Savings and Loan Association of Hagerstown, (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of the Transferee is: Home Federal Savings and Loan Association of Hagerstown, 128 W. Washington Street, Hagerstown, Maryland, 21740.

THIRD: The name and place of incorporation of each corporation party to these Articles of Sale and Transfer is as follows:

Transferor is Hagerstown Quality Foods, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Home Federal Savings and Loan Association of Hagerstown, Maryland, a body corporate organized under the laws of the United States of America.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article NINTH herein, is Three Hundred Fifty Thousand Dollars (\$350,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Contract of Sale (hereinafter referred to as "Agreement") between Transferee and Transferor approved and adopted by Corporation on July 23, 1982, which Agreement is incorporated by reference herein.

-2-

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is Washington County.

SIXTH: The location of the principal office of the Transferee in the State of Maryland is 128 W. Washington St., Hagerstown, Maryland. The only county in which Transferee owns property the title to which could be affected by the recording of an instrument among the land records, is Washington County. The resident agent of Transferee is James C. Failor, 128 W. Washington St., Hagerstown, MD 21740.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all the assets of Transferor as herein set forth is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the stockholders of Transferor by unanimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders of Transferor entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferor, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to Transferee, the sale, assignment and transfer to be affected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the United States of America under which Transferee was organized.

NINTH: In consideration of the payment to the Transferor of Three Hundred Fifty Thousand Dollars (\$350,000.00) in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

All that lot of ground lying east of Hagerstown in Washington County Maryland, being part of the property known as Fox Deceived Subdivision situate on the east side of U.S. Route 40, known as the Dual Highway, and more particularly described as shown on the proposed Deed marked Exhibit A attached hereto.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland, by Transferror, a Maryland Corporation and Transferee, a United States of America Corporation and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, HAGERSTOWN QUALITY FOODS, INC. and HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF HAGERSTOWN, parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice president and attested by the secretary or an assistant secretary as of this 5th day of August, 1982.

ATTEST:

HAGERSTOWN QUALITY FOODS, INC.

Richard H. Lehman
Secretary

Richard H. Lehman
President

ATTEST:

HOME FEDERAL SAVINGS AND LOAN
ASSOCIATION OF HAGERSTOWN


Julia S. Pusterman
Secretary

Richard W. Shubert
President

THE UNDERSIGNED, President of Hagerstown Quality Foods, Inc., Transferor, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledged, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Richard Harrison
President

THE UNDERSIGNED, President of Home Federal Savings and Loan Association of Hagerstown, Transferee, who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name, and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Richard W. Shubert
President

EXHIBIT A~~1151~~

RECEIVED FOR RECORD
 AT _____ O'CLOCK
 RECEIPT NO. _____

M.

THIS DEED, Made this _____ day of _____, 1982, by
 Hagerstown Quality Foods, Inc., a Maryland corporation.

WITNESSETH: That for and in consideration of the sum of Three Hundred Fifty Thousand (\$350,000.00) Dollars, the receipt of which is hereby acknowledged, the said Hagerstown Quality Foods, Inc., hereby grants and conveys unto Home Federal Savings & Loan Association of Hagerstown, a corporation formed under the laws of the United States of America all the following described parcel of land beginning at an iron pipe found in the East marginal line of U. S. Route 40 at the Northwest corner of the tract conveyed to Esso Standard Oil Company by deed recorded in Liber 290, folio 516 among the Land Records of Washington County, Maryland, said pipe being also South 16 degrees 53 minutes 22 seconds West 296.80 feet from the intersection of the South marginal line of Edgewood Drive and the East marginal line of U. S. Route 40 as existing after the conveyance to the City of Hagerstown recorded in Liber 592, folio 517 and running thence leaving U. S. Route 40 North 70 degrees 08 minutes 37 seconds East 149.98 feet to an iron pin found, thence North 70 degrees 08 minutes 37 seconds East 22.86 feet to a point 4.55 feet inside of the fence around a swimming pool, thence North 19 degrees 53 minutes 22 seconds West 268.42 feet to an iron pin set in the South marginal line of Edgewood Drive as determined by the plats and deed conveying land to the City of Hagerstown as recorded in Liber 592, folio 517, thence with said marginal line South 79 degrees 28 minutes 00 seconds West 175.17 feet to a point at the intersection of the South marginal line of Edgewood Drive and the East marginal line of U. S. Route 40, thence with the East marginal line of U. S. Route 40 South 19 degrees 53 minutes 22 seconds East 296.80 feet to the point of beginning, containing 1.121 acres of land, more or less. Being all of the lands conveyed to Hagerstown Quality Foods, Inc., by deed recorded in Liber 287, folio 356 less the portion conveyed to the City of Hagerstown recorded in Liber 592, folio 517 and recorded among the said Land Records.

This property is conveyed subject to all conditions, restrictions, covenants, easements and rights of way of record including those Agreements recorded among the Land Records of Washington County in Liber 262, folio 424 and Liber 522, folio 359 and Liber 726, folio 63 and Liber 726, folio 69 and Liber 726, folio 90.

And the said Hagerstown Quality Foods, Inc., hereby covenants that it will warrant generally the property hereby conveyed, and that it will execute such other and further assurances as may be requisite and necessary.

This is a transaction which is part of the disposition of property held by Hagerstown Quality Foods, Inc., made pursuant to Articles of Sale and Transfer as approved by the Department of Assessments and Taxation for the State of Maryland.

HAGERSTOWN QUALITY FOODS, INC.

ATTEST TO CORPORATE SEAL:

 PRESIDENT



MARYLAND

State Department of Assessments and Taxation

1183

NOTICE

In accordance with Article 81, §5 of the Annotated Code of Maryland, beginning July 1, 1982, the attached affidavit must be completed and submitted with Articles of Transfer that are to be filed with the Department.

This affidavit may be executed by either an officer or attorney of the transferor.

Please check the applicable boxes;

1. 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

(If the answer to question 1 is yes, please answer the following questions. If the answer is no, then do not go on and sign the form at the bottom of the page.)

2. Is this real property being transferred to:

A) a person who was an original shareholder of the corporation?

YES NO

B) a person who is a direct descendant or relative within 2 degrees of a person who was an original shareholder of the corporation?

YES NO

C) a person who acquired the status of shareholder by gift or devise from an original shareholder of the corporation?

YES NO

(If the answer to either questions 2A, 2B, or 2C is yes, then answer #3. If the answers to questions 2A, 2B, or 2C are no, then do not continue and sign the form at the bottom of the page.)

3. The full cash value of the property as determined by the Department at the last date of finality is _____.

(Indicate full cash value for each piece of property. If full cash value is unknown, please write unknown in the above block.)

I hereby affirm under the penalties of perjury that the foregoing statements are true to the best of my knowledge, information and belief.

J. A. Harris
(SIGNATURE AND TITLE) -
MUST BE OFFICER OR ATTORNEY FOR THE TRANSFEROR

Hagerstown Quality Foods Inc.
(NAME OF CORPORATION)

THIS CONTRACT OF SALE, Made this day of ,
1981, by and between HAGERSTOWN QUALITY FOODS, INC., a corporation
of the State of Maryland, hereinafter referred to as Seller, and
HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF HAGERSTOWN, a financial
institution authorized to do business in the State of Maryland,
with its principal office at 128 West Washington Street, Hagerstown,
Maryland, hereinafter referred to as Buyer.

WITNESSETH: That for and in consideration of the sum of
\$350,000 and other good and valuable considerations, the Seller
does hereby bargain and sell unto Buyer, and Buyer hereby purchases
from the Seller in fee simple, all that lot of ground lying East
of Hagerstown in Washington County, Maryland, being part of the
property known as Fox Deceived Subdivision situate on the East
side of U. S. Route No. 40 known as the Dual Highway and more
particularly described as follows:

Beginning at a point in the South margin of a public road
leading from Funkstown to Chewsville where it intersects the East
marginal line of the said Dual Highway known as U. S. Route No. 40
leading from Hagerstown to Frederick; thence with said East marginal
line of the Dual Highway South 19 degrees 55 minutes East 300 feet
to a stake; thence North 70 degrees 5 minutes East 172.85 feet;
thence parallel with the first line of said lot North 19 degrees
55 minutes West 271.44 feet to the South margin of said public road
leading from Funkstown to Chewsville; thence with said South marginal
line of said public road South 79 degrees 28 minutes West 175.19
feet to the place of beginning, the property hereby conveyed being
shown on the plat attached hereto as part hereof; and being the
same property conveyed by Henrietta M. Smith and R. Paul Smith, her
husband, to Hagerstown Quality Foods, Inc., by deed dated October
4, 1954, and recorded among the Land Records of Washington County,
Maryland, in Liber 287, folio 356.

The improvements on the described premises consist of a one
story building currently being used as a restaurant designated
Harry's Seafood Restaurant.

Purchase Price - The purchase price, including an initial
payment of \$25,000, shall be \$350,000 to be paid in full at final
settlement.

Date and Place of Settlement - Settlement shall occur on or
before July 1, 1982, in the office of Buyer's attorney, John A.
Latimer, Jr., 120 West Washington Street, Hagerstown, Maryland,
or such other place as mutually agreed upon. Should the Seller
terminate the lease agreement dated June 30, 1972, with Richard H.
Lehman, the Buyer agrees to a final settlement within thirty (30)

days of termination of the lease agreement. Upon payment of the purchase price and any other sums due to Seller, Seller agrees to execute and deliver to Buyer a good and sufficient deed for the property containing covenants of general warranty and further assurances, which deed shall transfer and convey the property to Buyer in fee simple.

Contingencies - This contract is contingent upon the following: Should any contingency not be removed or satisfied, the contract is to be null and void and the initial payment of \$25,000 is to be returned to the Buyer. The Buyer reserves the right to waive any contingency herein enumerated.

A. Use of the land and improvements to be approved by the Federal Home Loan Bank Board as a full service branch of the Buyer.

B. That the property is subject only to encumbrances, conditions, restrictions, rights of way, and easements of record.

C. That Zoning Regulations of the City of Hagerstown or any other ordinance or regulations of the City of Hagerstown, Washington County, or State of Maryland will not prohibit use of the premises as a full service savings and loan institution.

D. That the property is subject to the agreement of lease made on June 30, 1972, by and between Hagerstown Quality Foods, Inc., and Richard H. Lehman, a copy of which is attached hereto and made a part hereof marked Exhibit 1.

Additional Contingency - Visual inspection of the premises reveals an opening between the parking lot of the herein described property and the parking lot of a motel designated "Quality Inn", situate to the rear of the herein described property. The lease agreement attached hereto as Exhibit 1 refers to there being an "easement or right of way, as presently existing, to provide ingress and egress to and from the property known as the 'Quality Motel'". It is necessary that the Buyer legally and permanently close the existing opening between the herein described property and the motel. If it is not possible for the Seller to legally and permanently terminate the possibility of an existing easement or right of way and the Buyer, therefore, not be in a position to permanently

close the existing opening, the Buyer, at its sole option, may declare this contract null and void and the initial payment of \$25,000 is then to be refunded to the Buyer. This "buyer option contingency" is to be satisfied on or before

Costs and Adjustments - Taxes, water, and sewer charges and any other governmental assessments are to be apportioned as of the date of settlement and assumed thereafter by Buyer. Title examination, notary fees, and recording charges shall be at Buyer's expense. Cost of all documentary stamps and transfer taxes imposed on this transaction shall be divided equally between the parties hereto. Cost of title examination and title certification is to be at the expense of the Buyer.

Condition of Title - If Seller is unable to convey and assign a good and merchantable title to the property because of some title defect, Seller is required to cure any defect in title within sixty (60) days. In the event Seller does not or cannot cure the defect in title within sixty (60) days, Buyer may nevertheless accept such title as Seller may be able to convey with a reduction from purchase price for the expense of correcting the title.

Risk of Loss - Possession will be given to Buyer at settlement. Until settlement, the risk of loss to the improvements on the property shall be with the Seller from the date of this contract.

Personal Property - This contract of sale does not include interior furniture, furnishings, and fixtures not attached to and made a part of the real estate.

This contract of sale is binding on the successors and assigns of the parties hereto.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals, intending to bound thereby.

ATTEST TO
CORPORATE SEAL:

HAGERSTOWN QUALITY FOODS, INC.

By: _____ (SEAL)
Richard L. Harrison, President
SELLER

ATTEST TO
CORPORATE SEAL:

HOME FEDERAL SAVINGS AND LOAN
ASSOCIATION OF HAGERSTOWN

By: _____ (SEAL)

BUYER

ARTICLES OF SALE AND TRANSFER

BETWEEN

HAGERSTOWN QUALITY FOODS, INC. (MD. CORP.) Transferor

AND

HOME FEDERAL SAVINGS AND LOAN ASSOCIATION OF HAGERSTOWN (US) Transferee

approved and received for record by the State Department of Assessments and Taxation of Maryland August 6, 1982 at 10:30 o'clock A M. as in conformity with law and ordered recorded.

15

Recorded in Liber 2551, folio 1173, one of the Charter Records of the State Department of Assessments and Taxation of Maryland.

Bonus tax paid \$	Recording fee paid \$	28.00	Special Fee paid \$
			4.00 Certif. to Washington Co. Land Office
		\$ 32.00	
			7.00

To the clerk of the Circuit Court of Washington 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.

AS WITNESS my hand and seal of the said Department at Baltimore.

[Handwritten Signature]



STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

A 129576

Nov 9 2 38 PM '82

LIBER 32 FOLIO 1093 8300404

LAND INCORPORATION

VAUGHN J. BAKER, CLERK