

Received for Record December 31, 1984 at 2:39 o'clock P.M. Liber 34

R. LAWRENCE KUGLER, M.D., P.C.
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 R. Lawrence Kugler, M.D., P.C.

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

(1) To engage in every aspect of the general practice of medicine and the rendering of medical 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 100 Geeting Lane, Keedysville, Maryland 21756. The name and post office address of the Resident Agent of the Corporation in this State is R. Lawrence Kugler, M.D., 100 Geeting Lane, Keedysville, Maryland 21756. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, 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 name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: R. Lawrence Kugler, 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 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

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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.

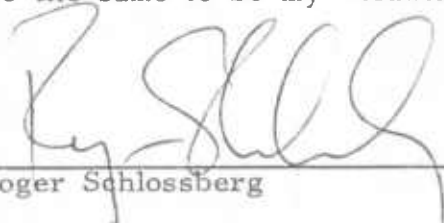
NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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 31st day of July, 1984, and I acknowledge the same to be my voluntary act and deed.


Witness

 (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
R. LAWRENCE KUGLER, M.D., P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 20, 1984 AT 11:08 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2666, FOLIO 002962, ON OF THE CHARTER RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 11

D1758192 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Anderson



A 162135

Received for Record December 31, 1984 at 2:39 o'clock P.M.
Liber 34

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, Richard F. McGrory, 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 Imperial, 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 manufacturing barber, beauty and medical furniture, equipment and appliances.

(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 313 East Wilson Boulevard, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Richard F. McGrory. Said Resident Agent is an individual actually residing in this State. 2174

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, having a par value of One Hundred Dollars (\$100.00) per share with an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

The Corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than five (5) 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: Clifton A. Kipe and Pauline M. Kipe.


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.

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(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 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, 1984 and I acknowledge the same to be my act.


Richard F. McGrory

ARTICLES OF INCORPORATION
OF
IMPERIAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 16, 1984 AT 10:58 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2666, FOLIO 001151, ON OF THE CHARTER RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ _____

D1756923 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

R. B. Anderson



A 162008

Received for Record December 31, 1984 at
2:40 o'clock P.M. Liber 34

002253
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RECORD 5.00
8 SUB 96.00
04 8636 12-31 P2:40

ARTICLES OF INCORPORATION

OF

MARYLAND STATE BALLOON CHAMPIONSHIP, INC.

(A NON-PROFIT CORPORATION)

FIRST: I, James R. Alphin, whose post office address is Oaks Road, Hagerstown, Maryland, 21740, being eighteen (18) years of age or older and acting as incorporator, hereby form a non-profit corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is Maryland State Balloon Championship, Inc.

THIRD: That I am the sole incorporator of Maryland State Balloon Championship, Inc.; that there is no stock outstanding or subscribed for entitled to be voted on a charter amendment; that these Articles are executed and submitted pursuant to Section 2-104 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(1) To promote ballooning activities and recreation on a non-profit basis through contests, educational activities, and public events.

(2) To coordinate with other non-profit groups and associations to promote ballooning activities and recreation.

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

(4) All activities and purposes of the Corporation are expressly and exclusively limited to those educational, scientific, and charitable activities and purposes within the meaning of

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Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members or officers, or to 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 Fourth hereof. The Corporation will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against 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)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or 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, after paying or making provision for the payment of all of the liabilities of the Corporation, shall 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 educational, charitable, 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 may determine. Any such assets not so disposed of shall be disposed of as provided by law in the courts 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 such court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The address of the principal office of the Corporation in this State shall be Oaks Road, Hagerstown, Maryland, 21740.

EIGHTH: The Resident Agent of the Corporation shall be James R. Alphin, and his post office address is Oaks Road, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

NINTH: The Corporation is a nonstock corporation, and it shall have no authority to issue capital stock.

TENTH: The Corporation shall have a board of directors consisting of four (4) 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 successors are elected and qualified, Carolyn Rider, Debra Valentine, Carol Alphin, and Debra Brown will serve as directors.

ELEVENTH: The Corporation may exist perpetually.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of August, 1984.

Witness:

James R. Alphin
James R. Alphin

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

I HEREBY CERTIFY, that on this 8th day of August,
1984, before the subscriber, a Notary Public of Washington
County and the State of Maryland, personally appeared James R.
Alphin, who signed and acknowledged the foregoing Articles of
Incorporation to be his act and deed.

WITNESS my Hand and Official Notarial Seal.



Mrs. Carol Alphin

My commission expires July 1, 1985

ARTICLES OF INCORPORATION
OF
MARYLAND STATE BALLOON CHAMPIONSHIP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 13, 1984 AT 10:49 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2665, FOLIO 003252, ON OF THE CHARTER RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ _____

D1755362 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Adams



A 161852

Received for Record December 31, 1984 at 2:40 o'clock P.M.
Liber 34

000101
RECORD 5.00
SUB 101.00
24 2437 12-31 P2:40
AUG 10 4 11:47

ARTICLES OF INCORPORATION
OF
THE GREAT HAGERSTOWN AIR SHOW, INCORPORATED
(A NON-PROFIT CORPORATION)

FIRST: I, James R. Alphin, whose post office address is Oaks Road, Hagerstown, Maryland, 21740, being eighteen (18) years of age or older and acting as incorporator, hereby form a non-profit 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 Great Hagerstown Air Show, Incorporated.

THIRD: That I am the sole incorporator of The Great Hagerstown Air Show, Incorporated; that there is no stock outstanding or subscribed for entitled to be voted on a charter amendment; that these Articles are executed and submitted pursuant to Section 2-104 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

- (1) To sponsor air shows and public events on a non-profit basis to promote general aviation, educate the public, and raise funds for charitable and aviation-related activities.
- (2) To coordinate with other non-profit groups and associations to promote general aviation activities and recreation.
- (3) To do anything permitted or authorized by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.
- (4) All activities and purposes of the Corporation are expressly and exclusively limited to those educational, scientific, and charitable activities and purposes within the meaning of

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Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members or officers, or to 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 Fourth hereof. The Corporation will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against 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)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or 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, after paying or making provision for the payment of all of the liabilities of the Corporation, shall 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 educational, charitable, 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 may determine. Any such assets not so disposed of shall be disposed of as provided by law in the courts 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 such court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH: The address of the principal office of the Corporation in this State shall be Oaks Road, Hagerstown, Maryland, 21740.

EIGHTH: The Resident Agent of the Corporation shall be James R. Alphin, and his post office address is Oaks Road, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

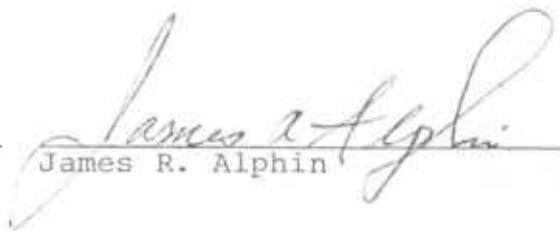
NINTH: The Corporation is a nonstock corporation, and it shall have no authority to issue capital stock.

TENTH: The Corporation shall have a board of directors consisting of four (4) 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 successors are elected and qualified, James Alphin, William Rogers, Rod Timmons, and Carl Turner will serve as directors.

ELEVENTH: The Corporation may exist perpetually.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of August, 1984.

Witness:


James R. Alphin

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

I HEREBY CERTIFY, that on this 8th day of August, 1984, before the subscriber, a Notary Public of Washington County and the State of Maryland, personally appeared James R. Alphin, who signed and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my Hand and Official Notarial Seal.



Mrs. Carol Alphin

My commission expires July 1, 1985

ARTICLES OF INCORPORATION
OF
THE GREAT HAGERSTOWN AIR SHOW, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 10, 1984 AT 11:47 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

5

RECORDER IN LIBER 2665, FOLIO 003180, ON OF THE CHARTER RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ _____

D1755230 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Quinn



A 161839

1984 AUG 10 A 10:24

THE OGDEN NEWSPAPERS OF MARYLAND, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, G. Ogden Nutting, whose address is 1500 Main Street, Wheeling, West Virginia 26003, 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 THE OGDEN NEWSPAPERS OF MARYLAND, INC.

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

To print, publish, circulate, distribute, buy, sell, and deal in pamphlets, circulars, newspapers, shoppers, advertisements and publications of every kind, and

To otherwise transact any and all lawful business for which corporations may be incorporated under the corporation laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is c/o The Journal, 50 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Paul Mullenix, 301 S. Mulberry Street, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of the par value of Ten Dollars (\$10.00) a share, all of one class, 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 bylaws of the Corporation, and so long as there are less than three (3)

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stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are: G. Ogden Nutting, William C. Nutting, John V. E. Hardy and Raymond L. Muehlman.


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:

A). In all elections of Directors, each stockholder shall have the right to cast one vote for each share of stock owned by him and entitled to vote, and he may cast the same for as many persons as there are directors to be elected, or he may cumulate such votes and give one candidate as many votes as the number of Directors to be elected multiplied by the number of his shares of stock shall equal; or he may distribute them on the same principle among as many candidates and in such manner as he shall desire, and the Directors shall not be elected in any other manner.

B). The bylaws of the Corporation may be altered, amended, repealed or added to by the affirmative vote of a majority of the entire Board of Directors at a regular or special meeting of the Board, provided that a written notice of such meeting shall have been sent to such director at least five (5) days before the date of such regular or special meeting, which notice shall state the alternatives, amendments, additions, or changes which are proposed to be made in such bylaws.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 7th day of August, 1984, and acknowledge the same to be my act.

 (SEAL)
G. Ogden Nutting

STATE OF WEST VIRGINIA,
COUNTY OF OHIO, TO-WIT:

I, Danda M. Lydick, a Notary Public in and for the
County and State aforesaid, hereby certify that G. Ogden Nutting,
whose name is signed to the foregoing Articles of Incorporation, bearing
date the 7th day of August, 1984, this day personally
appeared before me in my said county and acknowledged his signature to
be the same.

Given under my hand and official seal this the 7th day of
August, 1984.

My commission expires:

June 11, 1985
Danda M. Lydick
Notary Public

[NOTARIAL SEAL]

Articles of Incorporation prepared by:

Steptoe & Johnson
Union National Center East
P. O. Box 2190
Clarksburg, West Virginia 26302-2190

ARTICLES OF INCORPORATION
OF
THE OGDEN NEWSPAPERS OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 10, 1984 AT 10:24 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBER 2665, FOLIO 003080, ON OF THE CHARTER RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1755040 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Anderson



A 161820

ARTICLES OF VOLUNTARY DISSOLUTION
OF
VALLEY REAL ESTATE CORPORATION

RECORD 5.50
8 808 111.50
04 8537 12-31 P2:41

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 1318 Oak Hill Avenue, Hagerstown, Maryland 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are completed is Hilda M. Ernst, 1318 Oak Hill Avenue, Hagerstown, Maryland 21740.

FOURTH: The names and addresses of each Director of the Corporation are as follows:

- a. Helen E. Leshner
RFD #9, Box 131
Hagerstown, Maryland 21740
- b. Celia E. Dawson
1316 Emerson Avenue
Salisbury, Maryland 21801
- c. Marjorie E. Kuhn
509 Dunn Irvin Drive
Hagerstown, Maryland 21740
- d. Hilda M. Ernst
1318 Oak Hill Avenue
Hagerstown, Maryland 21740

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

- a. Leah M. Ernst, President
1318 Oak Hill Avenue
Hagerstown, Maryland 21740
Deceased

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- b. Hilda M. Ernst
Executive Vice President
1318 Oak Hill Avenue
Hagerstown, Maryland 21740
- c. Celia E. Dawson
Vice President
1316 Emerson Avenue
Salisbury, MD 21801
- d. Marjorie E. Kuhn
Secretary
509 Dunn Irvin Drive
Hagerstown, Maryland 21740
- e. Helen E. Leshner
Treasurer
RFD #9, Box 131
Hagerstown, Maryland 21740

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized by the Trustees of all the issued and outstanding stock of the Corporation, and, thus was approved by said Trustee-Shareholders in the manner and by the vote required by law and the charter of the Corporation.

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 said certificate by the Corporation, including taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF, The Valley Real Estate 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 this 17th
day of July, 1984.

Attest to Signature
and Corporate Seal:

VALLEY REAL ESTATE CORPORATION

Marjorie E. Kuhn (SEAL) By Hilda M. Ernst (SEAL)
Marjorie E. Kuhn Hilda M. Ernst
Secretary Executive Vice President

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

I HEREBY CERTIFY, that on this 17 day of July,
A.D., 1984, before me, the subscriber, a Notary Public in and
for the State and County aforesaid, personally appeared Hilda
M. Ernst, Executive Vice President of Valley Real Estate
Corporation, personally known to me to be the person whose name
is subscribed to the foregoing instrument and who did
acknowledge that she executed the same for the purposes therein
contained.

Witness my hand and official Notarial Seal.

My Commission Expires:
11 July 1986

Rhonda Sue Juss
Notary Public

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

I HEREBY CERTIFY, that on this 17 day of July, A.D., 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Marjorie E. Kuhn who did make oath in due form of law that she was Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that she was likewise Secretary of the meeting of the Stockholders held in reference thereto, and that the matters and facts set forth in the foregoing Articles of Voluntary Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Rhonda Sue Tuss
Notary Public

My Commission Expires:
1 July 1986

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer
~~LEONAH HOLMES, Deputy Treasurer~~
HELEN B. LEWIS, Deputy Treasurer

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

August 3, 1984

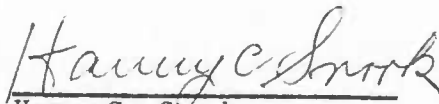
RE: Dissolution
VALLEY REAL ESTATE CORPORATION

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

VALLEY REAL ESTATE CORPORATION

have been paid to and including the fiscal year July 1, 1983, to June 30, 1984. We have not received a certification from the State for the above corporation for the fiscal year 1984-85 as of this date.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 3rd day of August, 1984.


Harry C. Snook
Treasurer for Washington
County, Maryland

slb

AUG 6 1984



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

August 1, 1984

Ms. Nancy C. Boyer
Meyers & Young, P.A.
31 West Washington Street
Hagerstown, Maryland 21740

TO WHOM IT MAY CONCERN:

I, Florence M. Murdock, 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 VALLEY REAL ESTATE CORP. up to and including the fiscal year 1984-85.


Florence M. Murdock
City Treasurer

FMM/c

AUG - 2 1984



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

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

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

VALLEY REAL ESTATE CORPORATION

have been paid.

WITNESS my hand and official seal this

15th day of AUGUST A.D. 19 84

Catharine A. McKeel
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

P 5 - 409

AUG 17 1984

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
hereby gives notice that ARTICLES OF DISSOLUTION
of the VALLEY REAL ESTATE CORPORATION
were received for record on August 20, 19 84
in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.

Gene L. Bruner
Director

ARTICLES OF DISSOLUTION
OF
VALLEY REAL ESTATE CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 20, 1984 at 12:01 o'clock P M. as in conformity
with law and ordered recorded.

Recorded in Liber 2668, folio 003027, one 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 \$ 30.00

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. Auburn



A 166314

ARTICLES OF INCORPORATION

FIRST. I, Edward L. Kuczynski, whose address is 55 North Jonathan 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 referred to as the "Corporation")) is The C&J Lohman Company, Inc.

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

(1) To engage in the businesses of pork production and property rentals; 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 Rte. 1, Box 115 A, Clear Spring, Maryland 21722. The name and address of the Resident Agent of the Corporation in this State is Edward L. Kuczynski, 55 North Jonathan 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 the authority to issue is Ten Thousand (10,000) shares of common stock, with par value of Ten Dollars (\$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, provided that:

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

41373045

(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:

Charles D. Lohman and Jerene M. Lohman

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.

EIGHTH. Except as may otherwise be provided by the Board of Directors, 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.

NINETH. (1) As used in this Article NINETH, 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 14th day of May, 1984, and I acknowledge the same to be my act.


Edward L. Kucyznski

ARTICLES OF INCORPORATION
OF
THE C&J LOHMAN COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 16, 1984 AT 11:11 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDER IN LIBRARY ~~3649~~ 2673, FOLIO 003615, ON OF THE CHARTER RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1714377 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Hill



A 157738

ARTICLES OF INCORPORATION

OF

HARRISON'S TAX SERVICES, INC.
(A Close Corporation)

RECORD 5.00
8 305 121.50
04 8641 12-31 82:42

FIRST: I, Raymond W. Harrsion, Jr., whose address is 1154 Rose Hill Ave Extd. Hagerstown, MD., 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 HARRISON'S TAX SERVICES, INC.

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

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

(1) To prepare Federal and State Income Tax Returns for Corporations, Partnerships, Properitorships, and Individuals, and Associations.

(2) To prepare Frederal and State payroll tax forms for the afore mentioned businesses.

(3) To keep and prepare and audit the books, payrolls, prepare statements for the afore mentioned businesses.

(4) To consult with individuals and other companies in the operation of such business, equipment and use of supplies and materials.

(5) To own and sell equipment and materials associated with this business.

(6) 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 1154 Rose Hill Ave Extd. Hagerstown, MD 21740. The name and address of the resident agent of the Corporation in this state is Raymond W. Harrison, Jr. 1154 Rose Hill Ave. Extd. Hagerstown, MD 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 with a par value of ONE HUNDRED DOLLARS (\$100) per share, amounting to capital stock in this Corporation in the amount of TEN THOUSAND DOLLARS (\$10,000.00).

42368071

-/-

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 untill the first annual meeting, or until his successor (s) is/are elected and qualify, shall be:

Raymond H. Harrison, Jr.
1154 Rose Mill Ave Extd.
Hagerstown, MD 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 rights 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 attorneys' fees) judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceedings 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 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 to any claims, 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 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 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 on 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 purpose 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 stockholders shall have power from time to time to fix and determine and vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of the surplus of the Corporation or the net profits arising from the business shall be declared in dividends and paid to the stockholders,

subject, however, to the provisions of the charter, and to the Director and determine the use and disposition of such surplus or net profits.

(3) 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 the 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 17 day of August, 1984.

Witness:

Raymond H. Harrison, Jr.
Raymond H. Harrison, Jr.

Cynthia Louise Peters

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I hereby Certify, that on this 17 day of August, 1984, before me the subscriber, a Notary Public in and for the State and County aforesaid, personally known to me to be the person whose name is subscribed to in the foregoing instrument and who did acknowledge the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Steven T. Snyder
Steven T. Snyder, Notary



ARTICLES OF INCORPORATION
OF
HARRISON'S TAX SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND AUGUST 23, 1984. AT 03:43 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2667, FOLIO 000989, ON OF THE CHARTER RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$

D1759448 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 DEPARTMENT AT BALTIMORE.

Paul B. Quinn



A 161514

THE THOMAS DISTRIBUTING COMPANY

ARTICLES OF DISSOLUTION

The Thomas Distributing Company, a Maryland corporation, having incorporated in the State of Maryland on May 3, 1944, and having its principal office at 929 Eldridge Drive, Hagerstown, Washington County, Maryland 21740 (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 hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 929 Eldridge Drive, Hagerstown, Washington County, 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 is H. David House, Jr., 420 Spring Creek Road, Hagerstown, Maryland 21740.

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

H. David House, Jr.
420 Spring Creek Road
Hagerstown, Maryland 21740

Charlotte L. House
420 Spring Creek Road
Hagerstown, Maryland 21740

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

President and Treasurer:
H. David House, Jr.
420 Spring Creek Road
Hagerstown, Maryland 21740

Vice President and Secretary:
Charlotte L. House
420 Spring Creek Road
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 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.

42308108

42338035

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 The Thomas Distributing 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 16th day of July, 1984, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of The Thomas Distributing Company, 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 AS TO CORP. SEAL:

THE THOMAS DISTRIBUTING COMPANY

(SEAL)


Charlotte L. House
Charlotte L. House,
Secretary

BY: H. David House, Jr.
H. David House, Jr.,
President



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

July 30, 1984

Mr. Richard F. McGrory
100 West Washington 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 THOMAS DISTRIBUTING CO. up to and including the fiscal year 1983-84.

Florence M. Murdock
Florence M. Murdock
City Treasurer

FMM/c

JUL 31 1984

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer
LEONA H. HOLMES, Deputy Treasurer
HELEN B. LEWIS, Deputy Treasurer

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

August 13, 1984

RE: Dissolution

The Thomas Distributing Co.

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

THE THOMAS DISTRIBUTING CO.

have been paid to and including the fiscal year July 1, 1984, to June 30, 1985.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 13th day of August, A.D., 1984.

Harry C. Snook
Treasurer for Washington
County, Maryland

slb



STATE OF MARYLAND
 COMPTROLLER OF THE TREASURY
 STATE TREASURY BUILDING
 P.O. BOX 466 PHONE (301)-269-3814
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
 COMPTROLLER

J. BASIL WISNER
 CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
 ARNOLD G. HOLZ, C.P.A.
 DIRECTOR

Dear Sir/Madam:

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

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

THOMAS DISTRIBUTING COMPANY

have been paid.

WITNESS my hand and official seal this

10th day of AUGUST A.D. 1984.



DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY

PS-409

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

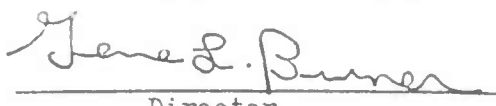
hereby gives notice that ARTICLES OF DISSOLUTION

of the THE THOMAS DISTRIBUTING COMPANY

were received for record on August 17, 1984

in accordance with the provisions of Sec. 3-407 of the

Corporations and Associations Article of the Code.



Director

ARTICLES OF DISSOLUTION
OF
THE THOMAS DISTRIBUTING COMPANY

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 17, 1984 at 10:17 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2668, folio 002705, 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.

G. B. Arlison



A 166257

LONG MEADOW APARTMENTS, INC.
ARTICLES OF VOLUNTARY DISSOLUTION

Long Meadow Apartments, Inc., a Maryland corporation, having its principal office in Hagerstown, Maryland (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 in the State of Maryland is Box 548, Hagerstown, Maryland 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution until the affairs are wound up is Neil S. Kurlander, Esquire, 929 North Howard Street, Baltimore, Maryland 21201.

FOURTH: The name and address of each director of the Corporation are as follows: Leonard G. Mathias, 45 West Franklin Street, Hagerstown, Maryland 21740, Elizabeth^{H.} Pollock, 1813 Greenhill Road, Virginia Beach, Virginia 23454, Charles^{W.} Hoffman, Jr., P. O. Box 499, Hagerstown, Maryland 21740.

FIFTH: The name, title and address of each officer of the Corporation are as follows: Leonard G. Mathias, President, 45 West Franklin Street, Hagerstown, Maryland 21740, Charles W. Hoffman, Jr., Vice President and Treasurer, P. O. Box 499, Hagerstown, Maryland 21740; Elizabeth^{H.} Pollock, Secretary, 1813 Greenhill Road, Virginia Beach, Virginia 23454.

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Articles of Incorporation of the Corporation in that pursuant to a Joint Consent Action of Directors and Stockholders of the Corporation all of the directors and stockholders approved such

42268008
42268009

1984 JUL -5 A 11:11


voluntary dissolution.

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 and charges due the State of Maryland by Long Meadow Apartments, Inc. have been paid and that all taxes levied on assessments made the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County, Maryland by Long Meadow Apartments, Inc. have been paid to and including the fiscal year July 1, 1983 to June 30, 1984.

IN WITNESS WHEREOF Long Meadow Apartments, Inc. has caused these presents to be signed in its name and on its behalf by its President and to be attested by its Secretary on this 22nd day of June, 1984 and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Long Meadow Apartments, Inc. and, under penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:


ELIZABETH POLLOCK
SECRETARY

LONG MEADOW APARTMENTS, INC.

By: 
LEONARD G. MATHIAS, PRESIDENT



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

000477

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

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


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

LONG MEADOW APARTMENTS INC.

have been paid.

WITNESS my hand and official seal this

15th day of MAY A.D. 1984.



DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

OFFICE OF
HARRY C. SNOOK
 COUNTY TREASURER
 COURT HOUSE ANNEX
 HAGERSTOWN, MARYLAND 21740
 Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer
 LEONA H. HOLMES, Deputy Treasurer
 HELEN B. LEWIS, Deputy Treasurer

The Court House
 SERVING WASHINGTON COUNTY SINCE 1873

May 24, 1984

RE: Dissolution - Long Meadow Apartments, 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

LONG MEADOW APARTMENTS, INC.

have been paid to and including the fiscal year July 1st., 1983, to June 30th., 1984.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 24th. day of May, A.D., 1984.

Harry C. Snook

Harry C. Snook
 Treasurer for Washington
 County, Maryland

slb

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION

of the LONG MEADOW APARTMENTS, INC.

were received for record on August 13, 1984

in accordance with the provisions of Sec. 3-407 of the Corporations and Associations Article of the Code.

Gene L. Barnes
 Director

ARTICLES OF DISSOLUTION

OF

LONG MEADOW APARTMENTS, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 13, 1984 at 10:46 o'clock A.M. as in conformity
with law and ordered recorded.

Recorded in Liber 2666, folio 000474, 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]



A 166195

ARTICLES OF REVIVAL
DONKEY CORPORATION

RECORD 5.00
B SUB 141.50
04 2645 12-31 P2:44

Donkey Corporation, 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 Donkey Corporation.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to the these Articles of Revival shall be Donkey Corporation, 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 20 Public Square, 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 are E. ✓ Kenneth Grove, Jr., 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 could have been required to be filed by the Corporation if its Charter had not been forfeited; and

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

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its

42308055

50

corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 25 day of July, 1984.

ATTEST:

THE FLEISHER COMPANY

Jean Goldman (SEAL)
Jean Goldman
Last Acting Secretary

By: Etta F. Cohen
Etta F. Cohen
Last Acting President

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

Dated:

July 25, 1984

Etta F. Cohen
Etta F. Cohen
Last Acting President

Jean Goldman (SEAL)
Jean Goldman
Last Acting Secretary

ARTICLES OF REVIVAL

OF

DONKEY CORPORATION

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 17, 1984 at 10:50 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2668, folio 002754, 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

Gal B. Auburn



A 166267

1984 AUG 20 A 11:35

OAK PLUMBING/HEATING, INC

ARTICLES OF AMENDMENT

OAK PLUMBING/HEATING, INC., a Maryland corporation, having its principal office at 330 West Oak Ridge Drive, 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 change the name of the Corporation to OAK RIDGE PLUMBING/HEATING, INC.

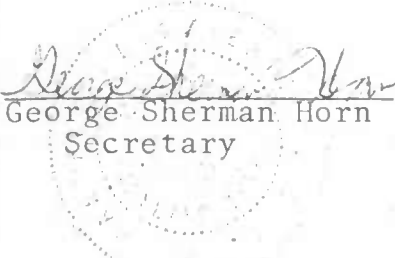
SECOND: By written informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-607 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation approved the foregoing Amendment.

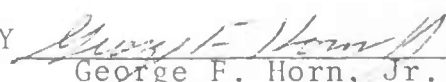
THIRD: That no stock entitled to be voted on the matter was outstanding or subscribed to at the time of approval.

IN WITNESS WHEREOF, OAK PLUMBING/HEATING, 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 14th day of August, 1984, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of Oak Plumbing/Heating, 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:

OAK PLUMBING/HEATING, INC.


George Sherman Horn
Secretary

BY 
George F. Horn, Jr.
President

42333281

ARTICLES OF AMENDMENT

OF

OAK OAK PLUMBING/HEATING, INC.

CHANGING ITS NAME TO:

OAK RIDGE PLUMBING/HEATING, INC.

approved and received for record by the State Department of Assessments and Taxation

of Maryland August 20, 1984 at 11:35 o'clock A M. as in conformity
with law and ordered recorded.

Recorded in Liber 2668 003220, folio , 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]



A 166355

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
hereby gives notice that ARTICLES OF DISSOLUTION
of the OAK RIDGE PLUMBING/HEATING, INC.
were received for record on August 20, 1984
in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.

[Signature]
Director

54

BINAU SALES INC.
1311 SHERMAN AVENUE
HAGERSTOWN, MARYLAND 21740

RECORD .50
B 808 142.00
04 8646 12-31 P2:45

August 31, 1984

RECORD .75
B 808 142.75
04 8647 12-31 P2:45

State Department of Taxation
301 W. North St
Baltimore Maryland 21201

Gentlemen:

As of today August 31, 1984, a resolution was passed by the Board of Directors of Binau Sales Inc. 1311 Sherman Ave. Hagerstown Maryland 21740, declaring that Ahin B Binau, 113 Englewood Rd Hagerstown Maryland 21740 was to be the Resident Agent for the Corporation.

Ahin B Binau
(Sec.)

Yours truly,
Ahin B Binau (President)

BINAU SALES, INC.
1311 SHERMAN AVE.
HAGERSTOWN, MD.

42488144

NOTICE OF DESIGNATION OF RESIDENT AGENT
AND AGENT'S ADDRESS

55

OF

BINAU SALES, INC.

received for record September 4, 1984

, at 8:30 A.M.

and recorded on Film No. 2666

Frame No. 001422 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 71

AA N^o 20604

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	

Return to: Binau Sales, Inc.
1311 Sherman Avenue
Hagerstown, Maryland 21740

rc

000449

M & F DEVELOPMENT CORPORATION

ARTICLES OF DISSOLUTION

 104 SEP 15 1982
 RECORD 20 6.00
 A SUB 6.00
 04 0455 1-28A10:39

M & F Development Corporation, a Maryland corporation, having its principal office at 100 West Washington Street, Hagerstown, Washington County, Maryland 21740 (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 hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 100 West Washington Street, Hagerstown, Washington County, 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 is David B. Roy, 2416 Eden Drive, Hagerstown, Maryland 21740.

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

Thomas J. MacBride
Post Office Box 108
Waynesboro, Pennsylvania 17268

David B. Roy
2416 Eden Drive
Hagerstown, Maryland 21740

Stephen L. Wolfensberger
1045 Carroll Heights Boulevard
Hagerstown, Maryland 21740

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

President:
David B. Roy
2416 Eden Drive
Hagerstown, Maryland 21740

Vice President and Treasurer:
Stephen L. Wolfensberger
1045 Carroll Heights Boulevard
Hagerstown, Maryland 21740

Vice President:
James A. Early
14 Great Pines Court
Rockville, Maryland 20850

Vice President:
Richard L. Zeigler
Post Office Box 32
Middletown, Maryland 21769

Secretary:
Mary E. Brown
234 East Lincoln Avenue
Hagerstown, Maryland 21740

42718253

42572699

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 the vote of the entire Board of Directors of the Corporation at a duly called meeting of the 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 vote of the Stockholders of the Corporation at a duly called meeting of the Stockholders of the Corporation, 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 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 M & F Development 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 31st day of August, 1984, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of M & F Development 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 AS TO CORP. SEAL:

M & F DEVELOPMENT CORPORATION


Mary E. Brown, Secretary

BY: 
David B. Roy, President



Montgomery County Government

August 8, 1984

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

Gentlemen:

Pursuant to Section 3-407, Corporations and Associations Article, Annotated Code of Maryland - 1975, I hereby certify all corporate/personal property taxes owing to Montgomery County, Maryland, by

M & F DEVELOPMENT CORPORATION,

have been paid through the 1982 levy year. (7/1/82 through 6/30/83)

Our collection records indicate the 1982 levy year taxes, in the total amount of \$20.02, were paid on 5/19/83.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Max R. Bohnstedt".

Max R. Bohnstedt
Director of Finance

MRB/DDB/amr

PLEASE TAKE NOTE:

According to information obtained from your department, the 1983 Personal Property Return was filed and assessment certified to Washington County. The 1984 return was also filed but not yet assessed.

Office of the Director, Department of Finance

101 Monroe Street, Rockville, Maryland 20850 301-725-2012



MARYLAND

State Department of Assessments and Taxation

Gene L. Bumer, Director

July 19, 1984

Urner, McGrory, Nairn, Barton & Schaefer
100 W. Washington St
Hagerstown, Md. 21740

Att: Thomas M. DiGirolamo

THIS IS TO CERTIFY that according to the records of
the State Department of Assessments and Taxation, assessments
of personal property taxable to:

M & F DEVELOPMENT CORPORATION

a Maryland corporation, have been certified to the following
counties and cities for the collection of taxes thereon, which
taxes are not barred by Section 212 of Article 81 or otherwise:

Montgomery Co. through 1982. Washington Co. & Hagerstown
for 1983.

1984 #1 filed. Must be processed, billed, and cleared prior
to dissolution.

This certificate is made pursuant to Section 3-407,
Corporations and Associations Volumes.


E. H. Coulson

EHC:ag

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer
~~LEONATH HOLMES, Deputy Treasurer~~
HELEN B. LEWIS, Deputy Treasurer

The Court House
SERVING WASHINGTON COUNTY SINCE 1873

September 20, 1984

RE: Dissolution


M & F DEVELOPMENT CORPORATION

This is to certify - The 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

M & F DEVELOPMENT CORPORATION

have been paid to and including the fiscal year July 1, 1984, to June 30, 1985.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 20th day of September, A. D., 1984.


Harry C. Snook
Treasurer for Washington
County, Maryland

slb



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

September 24, 1984

Mr. Thomas M. DiGirolamo
Urner, McGrory, Nairn, Barton & Schaefer
100 West Washington 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 M & F DEVELOPMENT CORPORATION up to and including the fiscal year 1984-85.


Florence M. Murdock
City Treasurer



STATE OF MARYLAND
 COMPTROLLER OF THE TREASURY
 STATE TREASURY BUILDING
 P.O. BOX 466 PHONE (301)-269-3814
 ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
 COMPTROLLER

J. BASIL WISNER
 CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
 ARNOLD G. HOLZ, C.P.A.
 DIRECTOR

Dear Sir/Madam:

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

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

M & F DEVELOPMENT CORPORATION

have been paid.

WITNESS my hand and official seal this

15th day of AUGUST A.D. 1984.


 DEPUTY COMPTROLLER
 COMPTROLLER OF THE TREASURY

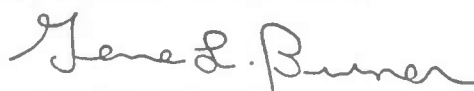
PS-409

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION
 of the M & F DEVELOPMENT CORP.

were received for record on September 27, 1984

in accordance with the provisions of Sec. 3-407 of the
 Corporations and Associations Article of the Code.


 Director

ARTICLES OF DISSOLUTION

OF

M & F DEVELOPMENT CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND September 27, 1984 AT 10:50 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2673, FOLIO 000448 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ _____

RECORDING FEE PAID:

\$ 24.00
56.00

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 DEPARTMENT AT BALTIMORE.

G. B. Arlison



A 174471

CORPORATION LIBER 34

002523

ARTICLES OF VOLUNTARY DISSOLUTION
OF

ELECTROCARDIOGRAPHIC SERVICE, INC.

(A Close Corporation under Section 4-201
of the Corporations and Associations Article
of the Annotated Code of Maryland.)

FIRST: The Corporation is hereby dissolved.

RECORD 6.50
A SUB 12.50
04 0456 1-28A10:40

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is Washington County Hospital, King and Antietam Streets, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are completed is:

Lynn F. Meyers, Esquire
81 West Washington Street
Hagerstown, Maryland 21740

FOURTH: The names and addresses of each Stockholder-Member of the Corporation are as follow:

- a. Richard T. Binford, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- b. Robert Brull, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- c. Barry M. Cohen, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- d. Charles F. Hess, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- e. W. Stephen Hood, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- f. John H. Hornbaker, Jr., M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740

42518025

42298107

- g. Frederick W. Kass, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- h. E. R. Lardizabal, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- i. Mary E. Money, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- j. Edson B. Moody, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- k. George C. Newman, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- l. Gloria Pura, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- m. Eli Roza, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- n. Otto Roza, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- o. Joseph Secondari, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- p. Richard E. Smith, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- q. Clovis M. Snyder, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740

- r. Charles C. Spencer, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- s. Robert T. Trace, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- t. Eric M. Wagshal, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- u. Abdul Waheed, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- v. L. Dwight Wooster, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- w. John H. Hornbaker, Sr., M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740
- x. K. George Sachariah, M.D.
Washington County Hospital
King and Antietam Streets
Hagerstown, Maryland 21740

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

E. R. Lardizabal, M.D. Wash. County Hospital Hagerstown, Maryland 21740	President-Manager and Vice President.
Otto Roza, M.D. Wash. County Hospital Hagerstown, Maryland 21740	Secretary and Treasurer

SIXTH: The voluntary dissolution of the Corporation was duly authorized by the Stockholder-Members of the Corporation, the holders of all the issued and outstanding stock of the Corporation, and, thus was approved by said Stockholders in the manner and by the vote required by law and the charter of the Corporation, said Corporation having elected to be a close corp. as stated in its Charter in accordance with Section 4-201 of the Corporations and Associations Article of the Annotated Code formerly Article 23, Section 100. The corporation has no board of directors.

002526

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 said certificate by the Corporation, including, taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF: Electrocardiographic Service, Inc. has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this *12th* day of *August*, 1984.

Attest to Signature
and Corporate Seal:

ELECTROCARDIOGRAPHIC SERVICE, INC.

[Signature]

By

[Signature]

Secretary

President-Manager

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

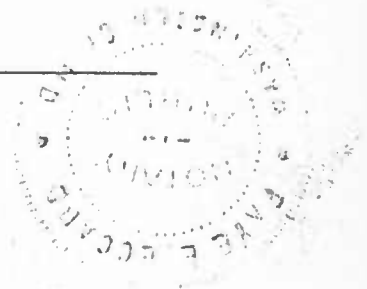
I HEREBY CERTIFY, that on this *12th* day of *August*, A.D., 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared *E. R. Lardizabal*, President-Manager of Electrocardiographic Service, Inc., personally known to me to be the person whose name is subscribed to the foregoing instrument and 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:
1 July 1986



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

I HEREBY CERTIFY, that on this *12th* day of *August*, A.D., 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared

Dr. A. Roza

, who made oath in due form of law that

was Secretary of the meeting _____ advising dissolution of this Corporation and that _____ was likewise Secretary of the meeting of the Stockholders held in reference thereto, and that the matters and facts set forth in the foregoing Articles of Voluntary Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Faye E. Eccard
Notary Public

My Commission Expires:
1 July 1986





STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

69
002528

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

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

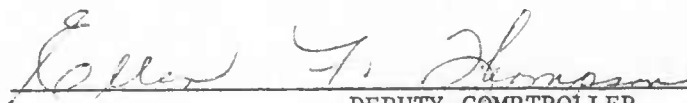
THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

ELECTROCARDIOGRAPHIC SERVICE INC.

have been paid.

WITNESS my hand and official seal this

25th day of JULY A.D. 1984.


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

JUL 27 1984

PS-409



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

July 6, 1984

Ms. Nancy C. Boyer
Corporate Paralegal
Meyers & Young, P. A.
P. O. Box 1267
81 West Washington 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 ELECTROCARDIOGRAPHIC SERVICE, INC. up to and including the fiscal year 1983-84.


Florence M. Murdock
City Treasurer

FMM/c

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer
~~LEONARD HOLMES, Deputy Treasurer~~
HELEN B. LEWIS, Deputy Treasurer

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

July 9, 1984

RE: ELECTROCARDIOGRAPHIC SERVICE, 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

ELECTROCARDIOGRAPHIC SERVICE, INC.

have been paid to and including the fiscal year July 1, 1983, to June 30, 1984. We have not received a certification from the State for the above corporation for the fiscal year 1984-85 as of this date.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 9th day of July, A.D., 1984.

Harry C. Snook
Harry C. Snook
Treasurer for Washington
County, Maryland

slb

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION
of the ELECTROCARDIOGRAPHIC SERVICE, INC.

were received for record on October 1, 1984

in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.

Gene L. Bunner
Director

ARTICLES OF DISSOLUTION
OF
ELECTROCARDIOGRAPHIC SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND October 4, 1984 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2674, FOLIO 002522 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ <u>26.00</u> <u>46.50</u>	\$ <u>30.00</u>

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 164404

000647

CEARFOSS ENTERPRISES, INC.
ARTICLES OF VOLUNTARY DISSOLUTION

RECORD 5.00
A SUB 17.50
04 0457 1-28A10:40

CEARFOSS ENTERPRISES, 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 post office address of the principal office
of the Corporation in the State of Maryland is Route #1, Box
264, Clear Spring, Maryland 21722.

THIRD: The name and address of the resident agent of
the Corporation who shall serve for one (1) year after
dissolution and until the affairs are wound up are Ralph H.
France, II, Esquire, 81 West Washington Street, Hagerstown,
Maryland 21740.

FOURTH: The name and address of each director of the
Corporation are as follows: Wilbur O. Martin, Route #1, Box
264, Clear Spring, MD 21722; Carol J. Martin, Route #1, Box
264, Clear Spring, MD 21722; Thomas E. Martin, Route #4,
Cearfoss, Hagerstown, Maryland 21740; Mary A. Martin, Route
#4, Cearfoss, Hagerstown, Maryland 21740 and Emanuel
Tsourounakis, 91-31 Queens Boulevard, Elmhurst, New York
11373.

FIFTH: The name, title and address of each officer of

27:1 d 61 NOV 1985

~~42758317~~

42758317

~~41718472~~

the Corporation are as follows:

President: Wilbur Orlo Martin, Route #1, Box 264,
Clear Spring, MD 21722

Vice-President: Lester Leon Williams, Route #4,
Resh Road, Hagerstown, MD 21740

Secretary/Treasurer: Carol Jean Martin, Route #1,
Box 264, Clear Spring, MD 21722.

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 3-207(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, Cearfoss Enterprises, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 15th day of June, 1984, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Cearfoss Enterprises, 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:

Carol Jean Martin
Carol Jean Martin, Secretary

CEARFOSS ENTERPRISES, INC.

BY: Wilbur Orlo Martin
Wilbur Orlo Martin
President



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

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

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

CEARFOSS ENTERPRISES INC.

have been paid.

WITNESS my hand and official seal this

28th day of AUGUST A.D. 1984.



Catharine A. Meekal
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

-STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION
of the CEARFOSS ENTERPRISES, INC.

were received for record on October 1, 1984

in accordance with the provisions of Sec. 3-407 of the
Corporations and Associations Article of the Code.

Gene E. Bunner
Director

ARTICLES OF DISSOLUTION
OF
CEARFOSS ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND October 1, 1984 AT 11:38 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2674, FOLIO 000646, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ <u>20.00</u>	\$ <u>30.00</u>
	<u>\$ 5.00</u>	

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Bar Oline



A 164333

GELT, INC.
ARTICLES OF VOLUNTARY DISSOLUTIONRECORD 5.00
A SUB 22.50
04 0458 1-28A10:41

Gelt, 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: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 1102 Oak Hill 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 Fred Kramer, 1102 Oak Hill Avenue, Hagerstown, Maryland, 21740.

FOURTH: The name and address of each director of the Corporation are as follows: Fred Kramer, 1102 Oak Hill Avenue, Hagerstown, Maryland, 21740; Renee Kramer, 1102 Oak Hill Avenue, Hagerstown, Maryland, 21740; Toni D. Sollenberger, 134 West Washington Street, Hagerstown, Maryland, 21740; Patricia L. Souders, 134 West Washington Street, Hagerstown, Maryland, 21740.

FIFTH: The name, title and address of each officer of the Corporation are as follows: Fred Kramer, President and Treasurer, 1102 Oak Hill Avenue, Hagerstown, Maryland, 21740; Renee Kramer, Vice-President and Secretary, 1102 Oak Hill Avenue, Hagerstown, Maryland, 21740, and Roger Schlossberg, Assistant-Secretary, 134 West Washington Street, 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 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 §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

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current year, have been paid or provided for in a manner satisfactory to the issuer of each of said Certificates.

IN WITNESS WHEREOF, Gelt, 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 30th day of August, 1984, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Gelt, 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:

GELT, INC.

Renee Kramer
Renee Kramer, Secretary

By: Fred Kramer
Fred Kramer, President





STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

RECEIVED AUG 03 1984

Dear Sir/Madam:

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

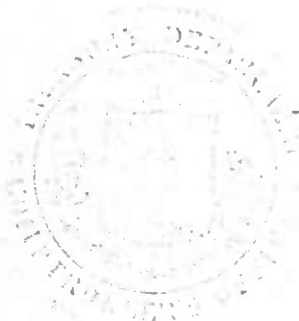
THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

GELT INC.

have been paid.

WITNESS my hand and official seal this

2nd day of AUGUST A.D. 1984.



Patricia A. Mehal
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

002069
RECEIVED AUG 09 1984

CITY OF HAGERSTOWN MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

August 8, 1984

Mr. Roger Schlossberg
Attorney at Law
134 West Washington Street
Hagerstown, Maryland 21740

TO WHOM IT MAY CONCERN:

I, Florence M. Murdock, 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 GELT, INC. up to and including the fiscal year 1984-85.


Florence M. Murdock

FMM/c

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
 COURT HOUSE ANNEX
 HAGERSTOWN, MARYLAND 21740
 Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer
~~LEONA H. HOLMES, Deputy Treasurer~~
 HELEN B. LEWIS, Deputy Treasurer

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

August 23, 1984

RE: Dissolution

GELT, 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

GELT, INC.

have been paid accordingly: real estate through the fiscal year July 1, 1984, to June 30, 1985; personal property through the fiscal year July 1, 1979, to June 30, 1980. (No certification of taxes due have been received by this office from the State Department of Assessments and Taxation on personal property since the 1979-80 fiscal year.)

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 23rd day of August, 1984.

Harry C. Snook
 Harry C. Snook
 Treasurer for Washington
 County, Maryland

slb

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION
 of the GELT, INC.

were received for record on August 31, 1984

in accordance with the provisions of Sec. 3-407 of the
 Corporations and Associations Article of the Code.

Gene L. Buner
 Director

ARTICLES OF DISSOLUTION

OF

GELT, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland August 31, 1984 at 10:12 o'clock A. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2671, folio 002065 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.

G. B. Quinn



A 166450

003836

FULTON PETROLEUM SALES, INC.

ARTICLES OF SALE AND TRANSFER

Received for Record January 28th, 1985 At 10:41 A.M.
CORPORATION LIBER 34

RECORD 8.50
A SUB 31.00
04 0459 1-28A10:41

ARTICLES OF SALE AND TRANSFER entered into this 9th day of ~~JULY~~ August, 1984, by and between Fulton Petroleum Sales, Inc., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor") and Southern States Cooperative, Incorporated, a Virginia 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 the Transferee is: Southern States Cooperative, Incorporated, Maryland Highway 523 North, P.O. Box 460, Hancock, Maryland 21750.

THIRD: The name and place of incorporation of each party to these Articles of Sale and Transfer is as follows:

Transferor is Fulton Petroleum Sales, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Southern States Cooperative Incorporated, a corporation of the Commonwealth of Virginia.*

FOURTH: The nature and amount of the consideration to be paid by Transferee for real and personal property and assets hereby transferred to it as set forth in Article NINTH herein, is One Hundred Forty Two Thousand One Hundred Ninety Dollars and Eleven Cents (\$142,190.11) to be paid to Transferor in accordance with the terms and conditions set forth in the Purchase Option - Petroleum Sale (hereinafter referred to as "Agreement") between Transferee on May 15, 1984, which "Agreement" is incorporated by reference herein.

*The date of incorporation is 3/14/23. The date of qualification in Maryland is 3/9/36. The principal office in Virginia is 42848164 Insurance Bldg., 6 S. 10th Street, Richmond, VA. The name and address of the resident agent in Maryland is The Corporation Trust Incorporated, 32 South Street, Baltimore, MD 21202.

FIFTH: The principal office of Transferor is P.O. Box 181, Hancock, Maryland 21750. 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 Maryland Highway 523 North, P.O. Box 460, Hancock, Maryland 21750. The Transferee owns property, the title to which could be affected by the recording of an instrument among several counties in the State of Maryland.

SEVENTH: The Board of Directors of Transferor, by unanimous written action 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 by submitting for action thereon by the stockholders of Transferor by unanimous written 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 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 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 authorized and approved by the Transferee, in the manner and by the vote required by its charter and by the laws of the State of Virginia. NINTH: In consideration of the payment of the Transferor

of One Hundred Forty Two Thousand One Hundred Ninety Dollars and Eleven Cents (\$142,190.11) 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 or parcel of land, together with the improvements thereon, situate on the South side of U.S. Route 40 in Hancock, Washington County, Maryland, and more particularly described as shown on the proposed deed marked Exhibit A attached hereto for a consideration of Sixty Thousand Dollars (\$60,000.00), (Paragraph 1 of "Agreement".)

Personal property is more particularly described as follows:

Truck, tanks and related equipment (Par. 2 of "Agreement")	\$ 48,350.00
Loaned equipment (Par. 3 of "Agreement")	6,650.00
Inventory of gasoline, etc. (Par. 4(a) of "Agreement")	27,190.11

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 corporation of the Commonwealth of Virginia, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the laws applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, FULTON PETROLEUM SALES, INC., and SOUTHERN STATES COOPERATIVE, INCORPORATED, parties to these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of the corporations and parties to these Articles of Sale and Transfer by their presidents or vice-presidents and attested by the secretary or assistant secretaries, as of this 9th day of ^{August}~~July~~, 1984.

003839

ATTEST:

FULTON PETROLEUM SALES, INC.

Anne D. Bohrer
 Secretary, Anne D. Bohrer

Lucile E. Fulton
 Lucile E. Fulton, President

ATTEST:

SOUTHERN STATES COOPERATIVE,
INCORPORATED

A. A. Buehner
~~Secretary~~ Assistant Secretary

BY:

J. A. McHugh
~~Group Vice-President - Wholesale Services~~ J. A. MCHUGH,
 Group Vice-President - Wholesale
 Services

THE UNDERSIGNED, President of Fulton Petroleum Sales, Inc., a Maryland Corporation, 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 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.

Lucile E. Fulton
 Lucile E. Fulton, President

THE UNDERSIGNED, Group Vice-President of ^{Wholesale Services} Southern States Cooperative Incorporated, Transferee, who executed the foregoing Articles of Sale and Transfer, on behalf of the corporation, of which this certificate is made a part, hereby acknowledged the foregoing Articles of Sale and Transfer 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.

J. A. McHugh
~~Group Vice-President - Wholesale Services~~ J. A. MCHUGH,
 Group Vice-President - Wholesale
 Services

PURCHASE OPTION - PETROLEUM

AGREEMENT, made the 15th day of MAY, 1984, between FULTON PETROLEUM SALES, INC., a Maryland corporation, hereinafter called "Seller", and SOUTHERN STATES COOPERATIVE, INCORPORATED, a Virginia corporation, hereinafter called "Purchaser";

W I T N E S S E T H :

Seller, its successors, assigns, and legal representatives, in consideration of the sum of Three Thousand and No/100 Dollars (\$3,000.00) cash in hand paid by Purchaser, the receipt of which is hereby acknowledged and which shall be credited to the purchase price, as well as in consideration of the covenants and agreements herein provided, does hereby give and grant unto Purchaser the exclusive right or option to purchase at any time within the period from the date of this Agreement until 11:59 p.m., July 2, 1984, certain of the assets of Seller used by Seller in Seller's petroleum business conducted at Hancock, Maryland, said assets being described below, upon the terms, covenants, and conditions contained in this Option and set forth hereafter as follows:

1. Real Estate and Related Property:

All of Seller's bulk petroleum plant land, buildings thereon, improvements, and bulk petroleum plant facility located and fronting on the south side of U.S. Route No. 40, adjacent to the Pargas property on the east and a short distance east of Hancock, Washington County, Maryland, containing approximately 0.86 acres of land, and being more particularly described in a Deed, dated March 12, 1962, between the Seller and Stanley Fulton and Lucille Fulton, recorded December 21, 1962, among the land records of Washington County in Liber 388, folio 477. Said bulk petroleum plant facility consisting of four (4) 15,000-gallon

horizontal, aboveground bulk storage tanks; one (1) 20,000-gallon horizontal, aboveground bulk storage tank; two (2) 5,000-gallon underground bulk storage tanks; two (2) 550 gallon underground bulk storage tanks; one (1) 2,000-gallon underground bulk storage tank; all pumps presently located on said property; dike and spill pads with collection tank; all existing piers, piping, meters, and related equipment.

The office equipment and other personal property listed on the attached "Schedule A", which is incorporated herein by reference, is included in this group of assets and included for the price specified in the next paragraph.

The purchase price for this group of assets (including items on "Schedule A") is Sixty Thousand and No/100 Dollars (\$60,000.00).

2. The following trucks, with tanks and related equipment, for the total purchase price specified below:

<u>Quantity</u>	<u>Description</u>	<u>Price</u>
1	1977 Chevrolet El Camino Classic	\$ 1,800.00
1	1977 F-250 Ford Pickup Truck	\$ 2,800.00
1	1978 F-250 Ford Pickup Truck with Club Cab and Motrac 2-way Radio	\$ 3,200.00
1	1980 Ford F-700 1,600-gallon Tank Wagon with Single Meter Pumping System with Motrac 2-way Radio	\$ 8,200.00
1	1975 International Fleet Star 2,600-gallon Tank Wagon with Dual Meter Pumping System with Motrac 2-way Radio	\$10,450.00
1	1979 Mac RW Tractor	\$16,800.00
1	1970 Fruehauf 8,600-gallon Trailer	\$ 5,100.00
	TOTAL	\$48,350.00

3. Loaned equipment in the hands of Seller's customers which Purchaser will confirm by obtaining from the customer a Loaned Equipment Agreement, on the form attached to this Agreement, duly executed by the customer and any other party having

interest in the premises where the equipment is installed. A list of this loaned equipment is set forth on the attached "Schedule B", which is incorporated herein by reference, and the total purchase price therefor is Six Thousand Six Hundred Fifty and No/100 Dollars (\$6,650.00). Provided, however, that the \$6,650.00 total purchase price for the loaned equipment shall be adjusted on the basis of the unit prices given in "Schedule B" in accordance with the total items confirmed by Seller to Purchaser in the manner stated. Purchaser shall endeavor to confirm all of this loaned equipment as soon as practicable.

Each installation includes all tank stands, pipe and pipe fittings, electrical connections, and miscellaneous appurtenances related to each loaned equipment installation.

4. (a) All product inventory including gasoline, fuel oil, kerosene and diesel oil, to be priced as of the opening of business on the date of takeover specified below, at Seller's cost or market F.O.B. Hancock, Maryland, whichever is lower.

(b) If, in taking the inventories provided for in this section, a mistake in price extension or calculation shall be discovered at a later date, either party hereto shall make proper payment for same upon presentation of satisfactory evidence of the error.

5. (a) In the event this Option is exercised by Purchaser, Seller shall deliver to Purchaser, when it assumes possession of the facility, a complete list of each of Seller's customer accounts, such list shall include each customer's full name and complete mailing address.

(b) Seller shall thereafter fully cooperate with and assist Purchaser in notifying all of Seller's accounts that Purchaser is now operating the petroleum facility and will maintain service to all customers.

(c) Purchaser will receive and receipt for payments

on accounts belonging to Seller for three (3) months after the transfer of possession of the business. Collections will be deposited by Purchaser with its other funds unless a check or money order is payable to the Seller, in which case it will be turned over to Seller in kind. Once per month Purchaser will give Seller a complete accounting and a payment for accounts collected. If Purchaser puts a patron on cash, this collection service shall promptly be terminated with respect to that patron and Seller notified. Thereafter Seller will be delivered the ledger card and will pursue collection on its own. Purchaser has the right to retain the ledger cards for record purposes. Therefore, a copy should be retained by Seller when same are turned over to Purchaser for collection purposes.

6. The parties agree that if this Option is exercised by Purchaser, the following provisions shall apply:

(a) Commitments for forward purchases, if any, shall not be assumed by Purchaser except where same have been confirmed by Purchaser in writing.

(b) The risk of loss from fire and other casualty until transfer of possession of the assets to Purchaser shall be for the account of Seller.

(c) Seller shall deliver to Purchaser at least twenty-one (21) days prior to the transfer of possession a sworn statement listing all of its creditors as of the date of the statement and agreeing to indemnify and save and keep Purchaser harmless from and against all claims, demands, suits, actions, payments, loss, damage, costs, and expenses to which Purchaser shall or may be subjected by reason of or growing out of the failure of Purchaser (if it so elects) to insist upon strict compliance with the Uniform Commercial Code Bulk Sales Provision of the Code of Maryland.

(d) Purchaser shall have the right to discuss employment possibilities with any of Seller's employees.

(e) Seller agrees that there is no litigation of a material nature pending or to the knowledge of Seller threatened against or related to Seller's property or business to the extent that the same is covered by this Option. Seller represents that it has properly prepared and filed all federal, state, and local tax returns required by law and has paid all taxes which were due and payable on or prior to the date hereof.

(f) All covenants, agreements, representations, and warranties made herein and all instruments delivered pursuant hereto shall survive the execution and delivery of this Option and all instruments to be executed pursuant thereto and the payment for the property sold under this Option (if the Option is exercised). All terms and provisions of this Option Agreement shall benefit and bind the parties hereto and their respective successors, assigns, and legal representatives.

(g) If requested, Seller shall comply with the requirements of the Maryland Code relating to the payment of sales taxes of the Seller's business on transactions prior to closing and indemnify and save harmless Purchaser from any and all liability for a successor operator of a business for such sales taxes.

7. If this Option is exercised by Purchaser, in consideration of this purchase, Seller agrees, and the undersigned stockholders of Seller also agree, that in consideration of the purchase of the property covered hereby, for a period of five (5) years after Purchaser begins operating the business, Seller and the undersigned stockholders will not jointly or severally engage directly or indirectly in retail distribution of petroleum products, or any such businesses, within the radius of forty (40) miles from Hancock, Maryland, said stockholders agreeing that this restriction requires them to refrain from such businesses through investments or personal services. This includes the corporation, any officers, the undersigned stockholders, or any other member of the corporation.

8. If Purchaser elects to exercise this Option, it shall notify Seller in writing by mailing a copy of such notice, postage prepaid, or by delivery of same to Seller c/o Merle S. Elliott, Smith, Elliott, Kearns & Co., 480 North Potomac Avenue, Post Office Box 947, Hagerstown, Maryland 21740, within the time specified. If the Option is exercised, the completion of the transaction shall be handled as follows:

(a) The \$3,000.00 paid for the Option shall be credited to Purchaser on the date of settlement as a reduction in the purchase price for the assets covered by this Agreement.

(b) The inventory of product and other merchandise and equipment shall be taken as of the opening of business on the date agreed as the takeover date between the parties (the parties anticipate that the takeover date will be July 2, 1984, provided that Purchaser can obtain and negotiate a satisfactory long-term lease for the railroad property as specified hereafter). Purchaser shall assume possession of the assets involved as of said date and shall commence serving the accounts for its own account.

(c) The inventories of equipment for loan and other merchandise shall be commenced after the close of business on the business day next preceding the takeover and prior to the opening of business for Purchaser's account.

(d) Settlement for the inventories shall be in cash on the date of transfer of possession or as soon after takeover as the extension, inventorying, and pricing of such inventory can be completed. Settlement for the automotive equipment shall take place as of the date Purchaser assumes possession of the operations for its account and payment for automotive equipment shall be made as of that date subject to the release of any liens against the automotive equipment.

(e) Settlement for petroleum equipment loaned to customers shall be made on the date of transfer of possession of

the business subject to adjustments following verification and audit in the field in accordance with the requirements of Section 3 above. Appropriate bills of sale for items of personal property shall be tendered by Seller at settlement for same.

(f) Settlement for the real estate shall be in cash at settlement on the date of transfer of possession of the business (or on a later date if Purchaser is unable to obtain a commitment from a title insurance company by such date as provided below). Settlement shall not occur until after Purchaser has had a reasonable time to obtain a title examination of the real estate and an interim binder from a title insurance company designated by Purchaser (committing to insure a marketable fee simple title to the property) and including survey coverage. Seller shall, at its expense, cure any defects in the title to the real estate disclosed by the title examination and shall do so promptly upon being advised of any such defects by Purchaser. Should the title to the real estate prove to be defective or unclear and Seller shall be unable within ninety (90) days to cure the defects, Purchaser shall have the privilege of accepting title to so much of the property to which title shall be good and to receive a reasonable abatement in the purchase price for the portion of the property to which title shall be bad, or Purchaser shall have the option of declaring this Agreement completely null and void, in which event the parties shall be obligated to immediately restore the status quo, and Purchaser shall be entitled to a refund of the full amount paid for this Option. Seller shall deliver to Purchaser at settlement a General Warranty Deed, with standard covenants conveying the property in fee simple, clear of all encumbrances except as provided above, and taxes shall be prorated to the date Purchaser takes possession of the business. There shall be no charge for the use of the property or charge in the nature of interest based on the purchase price applicable to the property for the period commencing with possession by Purchaser and ending with settlement therefor, unless settlement is delayed through some fault of Purchaser.

(g) In the event this Option is exercised, Purchaser's obligations under this Agreement shall be subject to its negotiating a satisfactory, in its sole discretion, long-term lease of the Western Maryland Railroad property adjacent to and south of the 0.86 acres of land which is covered by this Option. In the event that Purchaser cannot negotiate such a long-term lease, in a form and upon conditions acceptable to it, then Purchaser shall have the right to cancel this Agreement and obtain a refund of the consideration paid for this Option.

9. This Agreement constitutes the entire agreement between the parties hereto and it is understood and agreed that representations and agreements heretofore discussed or made between the parties are merged herein. No modification or amendment hereto, nor any promise or inducement not contained herein, shall be binding upon any party hereto unless in a writing signed by an authorized representative of such party.

WITNESS the following signatures and seals all as of the day, month, and year first hereinabove written.

FULTON PETROLEUM SALES, INC.

ATTEST:

Chloe D. Baker
Secretary
WITNESS: Karen M. Richard
Karen M. Richard

WITNESS

WITNESS

WITNESS

By: Lucille E. Fulton

Title: President

Lucille E. Fulton (SEAL)
Michael J. Fulton (SEAL)
AS ATTORNEY IN FACT FOR (SEAL)

Lucinda Fulton Corkhill (SEAL)

Stanley E. Fulton (SEAL)

Deborha J. Harmison
Elizabeth L. Jones (SEAL)

Stanley M. Fulton III (SEAL)

Michael B. Fulton
Lucinda A. Fulton (SEAL)

Virginia F. Fulton (SEAL)

SOUTHERN STATES COOPERATIVE,
INCORPORATED

ATTEST:

H. K. Swann
Assistant Secretary

By: Harris K. Swann
HARRIS K. SWANN,
Group Vice President -
Title: Retail & Marketing Services

Office and Shop Inventory

- 1 Victor 12 pd Calculator
- 2 Statesman 2 drawer steel file cabinet
- 1 Statesman steel desk with typewriter shelf
- 3 Secretarial chairs with wheels
- 2 Steel chairs
- 1 Fire Proof ledger file cabinet
- 1 Posting machine (leased from Hagerstown Cash Register)
- 1 LCP Custom 2100 copier
- 1 Wooden table
- 1 Remington steel 4 drawer file cabinet
- 1 Mosler fireproof 4 drawer file cabinet
- 1 Motorola 2 way base station w/tower and antenna
- 1 Steel desk
- 5 5 x 8 Steel card cabinets
- 1 Victor adding machine
- 1 Olympia electric typewriter with stand
- 1 Steel desk (extra large - manager's)
- 1 Steel chair with arms and wheels
- 1 Steel chair with arms
- 1 Sharp EL1058 Calculator
- 1 Postage scale
- 1 First Aid kit
- 1 Rudd oil furnace with AC
- 1 AO Smith 6 gal. hot water heater
- 1 Telephone (Sanyo) answering machine
- 1 Stempel fire extinguisher
- 1 Kelvinator water cooler
- 2 Barrel racks
- 6 5 gal. Oil buckets
- 3 Large funnels
- 1 Barrel handle
- 4 55 gal. Garbage cans
- 1 Electric pipe threader
- 1 Trickle battery charger
- 1 5 gal. Calibration can
- 1 1 gal. Calibration can
- 1 Battery tester
- 1 Large Battery charger (does not work)
- 1 Old posting machine
- 1 Wooden desk
- 1 2 Wheel appliance cart
- 1 Wheelbarrow
- 1 4 Drawer steel storage cabinet
- 1 2 Drawer steel storage cabinet
- 1 Battery rack
- 6 1 Drawer cardboard storage files
- 1 Portable pipe vise
- 3" Pipe threader
- 31 Cardboard storage files
- 1 Fire extinguisher

Page Two - Exhibit A

- 3 Bulk oil dispensers
- 1 Wooden ladder
- 1 4 Way truck lug wrench
- 1 Air hose
- 1 1000x22 tire and wheel
- 3 Gear oil dispensers
- 1 Air operated grease gun
- 1 Large floor jack
- 1 120 lb. Drum cart
- 1 Century electric welder
- 1 Roper pump for truck
- 3 Hydraulic jacks
- 1 Large shop vise
- 1 Vertical American Brakeshoe air compressor, Model A320-UB
- 1 Battery stand
- 1 Pickup truck tire and wheel
- 1 Small horizontal air compressor (Mass Standard Wood Mfg. Co.)
- 1 Fire extinguisher
- 1 900x20 Tire and wheel
- 1 Air tower
- 1 Gasoline powered cement mixer on wheels
- Assorted hand tools
- 5 1000x20 Tires w/wheels - recaps
- 2 900x20 Tires w/sheels - used
- 1 900x20 New cap

EXHIBIT B

Loaned Equipment

3	275	\$ 15
25	280 UG	25
4	280 Skid	20
7	350 UG	7
31	550 UG	31
13	1000 UG	13
1	2000 UG	1
1	1500 UG	<u>1</u>
		\$113

15	Gallon Stroke Pump	75
39	Rotary Hand Pump	390
27	Consumer Electric Pump 75	2025
22	100 Old SS Pump	2200
10	Universal Pump	1000
2	Dual SS Pump	500
	Air Compressor - Large	
3	Air Compressor - Small	225
1	Visable Pump	15
4	Signs	N/C
1	Oil Cabinet	<u>7</u>
		\$ 6,337

Total

\$ 6,450

ARTICLES OF SALE AND TRANSFER

99

BETWEEN

FULTON PETROLEUM SALES, INC. (MD CORP.) TRANSFEROR

AND

SOUTHERN STATES COOPERATIVE, INCORPORATED (VA CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND October 10, 1984 , AT 11:54 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2673, FOLIO 003830 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$

RECORDING FEE PAID:

\$ 34.00

SPECIAL FEE PAID:

\$

Cert. of Conve.-Wash. Co.-
Land Records

~~4.00~~~~38.00~~

18.50

TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 164363

1984 SEP 19 A 9 5
000724

BUSINESS COMPUTER RESOURCE SERVICES, INC.
Route 1, Box 171
Sharpsburg, Maryland 21782

ARTICLES OF INCORPORATION

Received for Record January 28th, 1985 At 10:42 A.M.
CORPORATION LIBER 34

RECORD 5.00
A SUB 36.00
04 0460 1-28A10:42

FIRST: I, Eugene R. Falck, whose post office address is Route 1, Box 171, Sharpsburg, Maryland 21782, 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:

BUSINESS COMPUTER RESOURCE SERVICES, INC.

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

- (1) To provide computer consulting services to the business community and the general public.
- (2) Sell, install and service computer equipment and supplies.
- (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 Route 1, Box 171 Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in this State are Eugene R. Falck, Route 1, Box 171, Sharpsburg, Maryland 21782. 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 75,000 shares of common stock having a par value of \$1.00 per share, all in one class, and having an aggregate par value of \$75,000. ✓

42638135

ARTICLES OF INCORPORATION
Business Computer Resource Services, Inc.

Page 2

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, 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:

Eugene R. Falck
Rosemary Falck

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.

ARTICLES OF INCORPORATION
Business Computer Resource Services, Inc.

Page 3

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

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital 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 this 14th day of September, 1984, and I acknowledge the same to be my act.



Eugene R. Falck

ARTICLES OF INCORPORATION
OF
BUSINESS COMPUTER RESOURCE SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 19, 1984 AT 09:57 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2671, FOLIO 000723 OF THE CHARTER RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ _____
\$5.00

D1774355

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE

R. B. Adams



A 163195

Received for Record January 28th, 1985 At 10:42 A.M.
CORPORATION LIBER 34

ARTICLES OF INCORPORATION

1984 SEP 20 P 2:00

SUPERIOR AMERICAN MARBLE, INC.

RECORD 5.00
A SUB 41.00
04 0461 1-28A10:42

FIRST: We, Charles L. Kight and Glenn M. Froeblich whose post office address is 701 Park Lane, 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 hereinafter called the "Corporation") is Superior American Marble, Inc.

THIRD: The purposes for which the Corporation is formed are to engage in the business of selling marble and (1) to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, 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 701 Park Lane, Hagerstown, Maryland. The names and post office address of the Resident Agent of the Corporation in this State are Charles L. Kight, 701 Park Lane, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of share of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, with no 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: Charles Kight and Glenn M. Froeblich.

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.

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.

42658073

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 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.

3. Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into this 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 stock of which is to be acquired; and
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17 day of August, 1984, and

we acknowledge same to be my act.

WITNESS:

Liselyn D. Welford

Charles L. Right
Charles L. Right

Cindy L. Blubaugh

Glenn M. Froeblich
Glenn M. Froeblich

ARTICLES OF INCORPORATION
OF
SUPERIOR AMERICAN MARBLE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 20, 1984 AT 02:00 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

4

RECORDER IN LIBER 2671, FOLIO 001087 OF THE CHARTER RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$
\$5.00

D1775295

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Michael W. Fisher



A 163258

TOM THUMB CHILD DEVELOPMENT CENTER, INC.

ARTICLES OF INCORPORATION

Received for Record January 28th, 1985 At 10:42 A.M.
CORPORATION LIBER 34

RECORD 5.00
A SUB 46.00
04 0462 1-28A10:42
1984 SEP 18 A 10

FIRST: I, REBECCA SUE HEIN, whose post office address is Route #1, Box 12A, Keedysville, 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 Tom Thumb Child Development Center, Inc.

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

(1) To organize, equip, own, operate, manage, control, maintain, carry on, and conduct a day care center, nursery school, and a before and after school program in the Washington County, Maryland, area; to assist children in developing socialization skills and learning skills prior to entering kindergarten; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 148, Keedysville, Maryland 21756. The name and post office address of the Resident Agent of the Corporation in this

42628065

State are Ralph H. France, II, Esquire, 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 five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, 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: Rebecca Sue Hein

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 stocks of any class or classes, whether now or hereafter authorized.

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of September, 1984, and I acknowledge the same to be my act.

Rebecca S. Hein
Rebecca Sue Hein

ARTICLES OF INCORPORATION
OF
TOM THUMB CHILD DEVELOPMENT CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 18, 1984 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 3671, FOLIO 001314 OF THE CHARTER RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID \$ 20 RECORDING FEE PAID \$ 20 SPECIAL FEE PAID \$ 56.00

D1775691

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

David W. Kuhn



A 163298

1984 OCT 15 A 10:16

T. R. HUSTON, INC.

ARTICLES OF INCORPORATION

Received for Record January 28th, 1985 At 10:43 A.M.
CORPORATION LIBER 34RECORD 5.00
A SUB 51.00
04 0463 1-28A10:43

FIRST: I, William McC. Schildt, 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 (hereafter called the "Corporation") is T. R. Huston, Inc.

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

1. To engage in the business of providing non-destructive inspection and testing services and related equipment and supplies; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation is 138 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is William McC. Schildt, 138 West

Washington Street, 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 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 Bylaws of the Corporation, but shall never be less than three (3), provided:

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 or successors are duly chosen and qualified is Harry E. Daveler.

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 this paragraph SEVENTH shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or be construed or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or 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 do hereby acknowledge these Articles of Incorporation to be my act this 7th day of September, 1984.

WITNESS:

Clara Mac Lister William M. Shivers

ARTICLES OF INCORPORATION
OF
T. R. HUSTON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 05, 1984 AT 10:16 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED. 5

RECORDED IN LIBER 2673, FOLIO 002774, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20
\$5.00

SPECIAL FEE PAID:
\$

D1788742

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Ashman



A 164277

G. I. PUBLICATIONS, INC.

Received for Record January 28th, 1985 At 10:43 A.M.
CORPORATION LIBER 34

ARTICLES OF INCORPORATION

002964

RECORD 5.00
A SUB 56.00
04 0464 1-28A10:43

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21741, 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

G. I. PUBLICATIONS, INC.

THIRD: The purpose or purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

FOURTH: The address of the principal offices of the Corporation in this State is 310 B N. Colonial Dr., P. O. Box 357, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

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 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 *Carole Semler, Keith White & Charles Creager*

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 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.

42838177

(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 contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or 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 provided that: the fact of the common directorship or interest is disclosed or known to; 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 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 vote of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract or transaction bears the burden of proving the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity.

(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, 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 upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(5) 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 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 thereon 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.

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 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 reasonable 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. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(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 any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer or any employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable 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 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, (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 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 proceedings, as authorized 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.

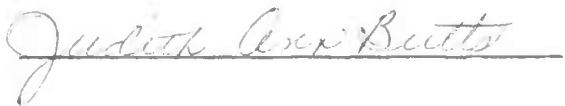
(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(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 26th day of September, 1984 and I acknowledge the same to be my act.

WITNESS:


Dixie C. Newhouse


Judith Ann Butts

ARTICLES OF INCORPORATION
OF
G. I. PUBLICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 09, 1984 AT 10:28 O'CLOCK ^{A.} M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2673, FOLIO 002953, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20
\$ 5.00

SPECIAL FEE PAID:
\$

D1789205

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE

Gal B. Carlson



A 164303

1984 OCT -9 A 9:29

RECORD 5.50
A SUB 61.50
04 0465 1-28A10:44

Received for Record January 28th, 1985 At 10:44 A.M.
CORPORATION LIBER 34

ARTICLES OF INCORPORATION

OF

WILLIAMSPORT, MARYLAND CHAPTER #3739
OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC.

(Without authorized capital stock)

* * * * *

FIRST: WE, THE UNDERSIGNED, WILLIAM E. WOLFORD, SR., whose post office address is Milestone Garden Apartments, 9-D, Hopewell Road, Williamsport, Maryland 21795, IDA K. GRIMES, whose post office address is 18 S. Vermont Street, Williamsport, Maryland 21795, DORTHA E. WOLFORD, whose post office address is Milestone Garden Apartments, 9-D, Hopewell Road, Williamsport, Maryland 21795 and SAMUEL L. McCAULEY, whose post office address is Route #2, Box #50, Doub Road, Williamsport, Maryland 21795, 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:

WILLIAMSPORT, MARYLAND CHAPTER #3739
OF AMERICAN ASSOCIATION OF RETIRED PERSONS, INC.

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

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1. To provide a channel through which members can engage in meaningful community service activities.
2. To offer members opportunities for self-appraisal and assistance in planning lifestyles designed to attain maximum self-realization and enrichment.
3. To help foster equality of opportunity for older Americans by promoting their continued growth and development, self-respect, self-confidence and usefulness; by encouraging their participation in contemporary life; and by stimulating a dynamic public interest in the aging population and recognition of its potential.
4. To identify experiences which will further growth and development of personality for retired persons and lead to new, useful and creative roles which enhance life-fulfillment.
5. To devote the energies of the Chapter to furthering its goals of prolonging and improving the mental and physical well-being of retired persons.
6. To aid retired persons generally in their social, physical, economic and intellectual needs by acting as a local Chapter of the AMERICAN ASSOCIATION OF RETIRED PERSONS, a District of Columbia Non-Profit Corporation (hereinafter "AARP"), in accordance with and in furtherance of its purposes, objectives and ideals.

FOURTH: The post office address of the principal office of the corporation in this State is Milestone Garden Apartments, 9-D, Hopewell Road, Williamsport, Maryland 21795. The name and post office address of the resident agent of the corporation in this State is WILLIAM E. WOLFORD, SR., Milestone Garden Apartments, 9-D, Hopewell Road, Williamsport, Maryland 21795. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The corporation is not authorized to issue capital stock.

SIXTH: 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) and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: WILLIAM E. WOLFORD, SR., IDA K. GRIMES, DORTHA E. WOLFORD, SAMUEL L. McCAULEY, BETTY L. HARR, LORAINA A. BLICKENSTAFF and ANNA L. GRIMES.

SEVENTH: The Corporation is to have members. The designation of the class or classes of members of the Corporation and the qualifications and rights, including voting rights, of the members of each such class, shall be as follows:

1. The Corporation shall have two classes of members: national organization and individual. AARP shall be the national organization member of the Corporation. All persons who are members in good standing of AARP and who pay, in advance, to the Corporation the annual dues which may be prescribed from time to time in the By-Laws of the Corporation shall be individual members.

2. Except as otherwise provided herein or in the By-Laws, the national organization member of the Corporation shall not have any voting rights, but all voting rights shall be vested in the individual members, and the affirmative vote of a majority of the individual members present in person and entitled to vote at a meeting of members with respect to a question or matter brought before such meeting shall be necessary and sufficient to decide such question or matter. Notwithstanding

the foregoing, the national organization member shall be entitled to vote in person or by proxy on all matters relating to the amendment of the Articles of Incorporation or By-Laws, but the affirmative vote of the national organization member with respect to any such matter shall be necessary to decide such matter.

EIGHTH: The manner in which the directors of the corporation are to be elected or appointed shall be as provided in the By-Laws of the Corporation.

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

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any director, member or other private individual, 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 herein. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

2. In the event the existence of the Corporation should for any reason be terminated, all funds of the Corporation shall, after the payment of its liabilities, be distributed exclusively for charitable or social welfare purposes.

3. Notwithstanding any other provisions of these Articles, the Corporation shall not engage in any transaction which is a prohibited transaction as defined in Section 503(c) of the Internal Revenue Code of 1954, or the corresponding provisions of any subsequent United States Revenue Laws.

4. Neither the Corporation nor any officer or individual member of the Corporation shall have the authority to represent, contract for, or otherwise act in an official capacity for AARP. No officer or individual member shall use the Corporation to further his own personal interests.

5. The purposes and objects of the Corporation shall in all respects conform to the purposes of AARP. The Corporation shall not engage in or permit or suffer any activity detrimental to or which detracts from the best interests of AARP or its members.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 10th day of September, 1984.

William E. Wolford, Sr.
William E. Wolford, Sr.

Ida K. Grimes
Ida K. Grimes

Dorothy E. Wolford
Dorothy E. Wolford

Samuel L. McCauley
Samuel L. McCauley

THE UNDERSIGNED, incorporators of WILLIAMSPORT,
MARYLAND CHAPTER #3739 OF AMERICAN ASSOCIATION OF RETIRED
PERSONS, INC., who executed the foregoing Articles of
Incorporation of which this Certificate is made a part, 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.

William E. Wolford Sr.
William E. Wolford, Sr.

Ida K. Grimes
Ida K. Grimes

Dortha E. Wolford
Dortha E. Wolford

Samuel L. McCauley
Samuel L. McCauley

ARTICLES OF INCORPORATION
OF
WILLIAMSPORT, MARYLAND CHAPTER #3739 OF AMERICAN ASSOCIA
TION OF RETIRED PERSONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND OCTOBER 09, 1984 AT 09:29 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2673, FOLIO 002987, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 22
\$5.50

SPECIAL FEE PAID:
\$

D1789254

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Arlison



A 164308

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

KALSM, INC.

RECORD 6.50
A SUB 68.00
04 0466 1-28A10:44

KALSM, INC., a Maryland Corporation, having its principal office at 1760 Preston Road, Hagerstown, Maryland (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments & Taxation of Maryland (the "Department") that:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect. It has been approved by the directors and shareholders of the corporation.

SECOND: The Charter of the Corporation is hereby amended to make the election to be a close corporation as authorized by Title IV of the Corporation and Associations Article of the Annotated Code of Maryland, as amended.

THIRD: The Charter of the Corporation is hereby amended by striking in their entirety Articles First through Seventh, inclusive, and by substituting in lieu thereof the following:

FIRST: The name of the Corporation is:

KALSM, INC.

SECOND: 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

42638094

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

1. To engage in the business of manufacturing, buying, selling, leasing and the distributing of all aircraft equipment and parts thereto, all of the foregoing within the State of Maryland, or at such other place or places as may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or County, that may be calculated to promote the interest of the Corporation.

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

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

4. 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.

5. To purchase, lease or otherwise acquire, all or any part of the property, rights, business, contracts, good will, franchises and assets of every kind, of any corporation, 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, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

6. 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.

7. 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 bond 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 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 of 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.

8. 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 evidence of indebtedness, created or issued by any such other corporation or association.

9. 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 business.

10. 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.

11. To carry out all of 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.

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.

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 mentioning 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 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 this State is 1760 Preston Road, Hagerstown, Maryland, 21740; the resident agent of the Corporation is Kent A. Mitchell, whose post office address is 1004 Mulberry Avenue, 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 1,000 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 \$100,000.00.

SIXTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Lyle S. Mitchell.

SEVENTH: 1. As used in this Article SEVENTH, 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 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 realised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present of 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 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, KALSM, 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 12th day of September, 1984, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of KALSM, 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.

KALSM, INC.

By Lyle S. Mitchell
Lyle S. Mitchell
President

ATTEST:

Kent A. Mitchell
Kent A. Mitchell
Secretary

ARTICLES OF AMENDMENT
OF
PEARL COMMUNICATIONS, INC.

Changing its name to:

EASTERN TELECOM, INC.

approved and received for record by the State Department of Assessments and Taxation
of Maryland September 10, 1984 at 12:47 o'clock P. M. as in conformity
with law and ordered recorded.

Recorded in Liber 2670, folio 003075, 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.

David W. Fisher



A 166527

ARTICLES OF INCORPORATION
FREESTATE EXPRESS, INC.

Received for Record January 28th, 1985 At 10:45 A.M.

CORPORATION LIBER 34

RECORD
A SUB
04 0468

5.00
78.00
1-28A10:45

FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is 81 West Washington Street, 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 Freestate Express, Inc.

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

1. The transportation of apples, pears and all manner of orchard produce as well as garden and truck farming produce and any and all agricultural products from the producer to the wholesaler.

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 Box 222, Orchard Ridge Road, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in Maryland is Paul J. Moats, Box 222, Orchard Ridge Road, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in Maryland.

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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 a par value of Ten (\$10.00) 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.

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

Paul J. Moats
Jeannette Moats
Carol Ann Moats

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 24th day of September, 1984.

WITNESS:

Nancy C. Byer

E. Kenneth Grove, Jr.

ARTICLES OF INCORPORATION
OF
FREESTATE EXPRESS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 25, 1984 AT 09:26 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED. 4

RECORDED IN LIBER 2672, FOLIO 001355 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

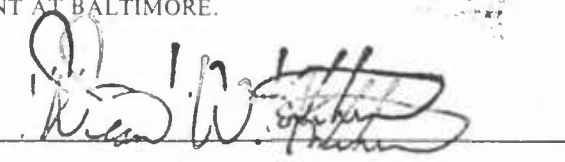
BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$
\$ 55.00

D1779800

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.





A 174756

SUSQUEHANNA ADMINISTRATORS, INC.
ARTICLES OF AMENDMENT

Received for Record January 28th, 1985 At 10:45 A.M.
CORPORATION LIBER 34

RECORD 5.00
A SUB 83.00
04 0467 1-28A10:45

19
SUSQUEHANNA ADMINISTRATORS, INC., a Maryland Corporation, having its principal office at Suite 1, 339 East Antietam Street, Hagerstown, Maryland, 21740 (hereafter 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 striking Article SECOND of the Charter, and by substituting in lieu thereof the following:

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

SECOND: The Charter of the Corporation is hereby amended by adding to Article THIRD thereof the following:

(2) To engage in the business and/or profession of the acquisition, sale, development, lease, and management of real estate, both residential and commercial.

(3) To engage in the business and/or profession of the sale, lease, repair, and maintenance of business and personal computers and other data processing equipment.

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

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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, SUSQUEHANNA ADMINISTRATORS, 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 19th day of September, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of SUSQUEHANNA ADMINISTRATORS, INC. and, under the penalty 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:

SUSQUEHANNA ADMINISTRATORS, INC.



Louise Funk
Louise Funk, Secretary

Roland G. Funk
Roland G. Funk, President

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

I HEREBY CERTIFY, that on this 19th day of September, 1984, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared Roland G. Funk, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.



Notary Public

My Commission Expires:

July 1, 1986

ARTICLES OF AMENDMENT
OF
SUSQUEHANNA ADMINISTRATORS, INC.
Changing its name to
RGF, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND September 28, 1984 AT 10:48 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2672, FOLIO 003562 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ _____

RECORDING FEE PAID:
\$ 20.00
\$ 5.00

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 DEPARTMENT AT BALTIMORE.

Paul B. Carlson



A 175018

Received for Record January 28th, 1985 At 10:45 A.M. 001302
CORPORATION LIBER 34

ARTICLES OF INCORPORATION

ASSOCIATED RISKS LIMITED

RECORD 5.00
A SUB 88.00
04 0470 1-28A10:45

FIRST: I, Richard W. Lauricella, whose post office address is 82 West Washington Street, 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 ASSOCIATED RISKS LIMITED.

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

(1) To provide consulting services; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 130 South Potomac Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert W. Edwards, 130 South Potomac 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 a par value of \$10.00 per share.

SIXTH: The number of Directors of the Corporation shall be five (5), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than five (5) except that

(1) If there is not stock outstanding, the number of Directors may be less than five (5), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than five (5) Stockholders, the number of Directors may be less than five (5) 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: Robert W. Edwards and Ross E. Markley.

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

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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 1st day of October, 1984, and I acknowledge the same to be my act.

WITNESS:

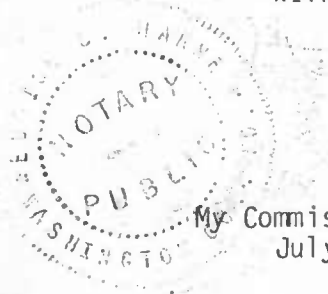
Eunice C. Harne

Richard W. Lauricella
Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 1st day of October, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



Eunice C. Harne
Notary Public

ARTICLES OF INCORPORATION
OF
ASSOCIATED RISKS LIMITED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OCTOBER 01, 1984 AT 01:26 P. O'CLOCK M. AS IN CONFORMITY
OF MARYLAND
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2673, FOLIO 001301 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u> 75.00	\$ <u> </u>
	<u>D1784826</u>	

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Auburn



A 175035

ARTICLES OF INCORPORATION

FORTNEY HOMES, INC.

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

RECORD 5.00
A SUB 93.00
04 0471 1-28A10:45

Received for Record January 28th, 1985 at 10:45 A.M.
CORPORATION LIBER 34

FIRST: I, William E. Pennington, Jr., whose post office address is Route #1, Box 309-08, Sharpsburg, Maryland, 21782, 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 "FORTNEY HOMES, INC."

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

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

(1) To engage in the sale of mobile and modular homes; 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 Route #8, Box 234, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is William E. Pennington, Jr., Route #1, Box 309-08, Sharpsburg, Maryland, 21782. 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 1,000 shares with a par value of \$100.00 per share for a total capitalization of \$100,000.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Denise F. Pennington.

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

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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 28th day of September, 1984, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

William E. Pennington, Jr.
William E. Pennington, Jr.

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

I HEREBY CERTIFY, That on this 28th day of September, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William E. Pennington, Jr. and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose
Notary Public

My Commission Expires:
July 1, 1986



ARTICLES OF INCORPORATION
OF
FORTNEY HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OCTOBER 01, 1984 AT 01:26 P. M. AS IN CONFORMITY
OF MARYLAND WITH LAW AND ORDERED RECORDED.

3
RECORDED IN LIBER 2673, FOL 001332, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ 20	\$ 20 95 00	\$
	01784875	

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF
IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Quinn



A 175040

C & O CANAL DAYS, INC. - 4 A 9:59
1984 OCT

ARTICLES OF INCORPORATION

Received for Record January 28th, 1985 At 10:46 A.M.
CORPORATION LIVBER 34RECORD 6.00
A SUB 99.00
04 0472 1-28A10:46

FIRST: I, Edward L. Kuczynski, whose post office address is 55 North Jonathan 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.

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

C & O CANAL DAYS, 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 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 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

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

1. To promote the interests of the Town of Williamsport and in particular, but not limited to, the promotion of the historical significance of the C & O Canal in Williamsport, Maryland.

2. To raise funds for non-profit organizations within the corporate boundaries of the Town of Williamsport.

3. To promote a yearly fund-raiser in the Town of Williamsport known as "C & O Canal Days."

FOURTH: The post office address of the principal office of the Corporation in this State is 33 West Potomac Street,

Williamsport, Maryland, 21795. The name and post office address of the Resident Agent of the Corporation in this State is Elissa Ellen Slayman, 30 West Potomac Street, Williamsport, Maryland, 21795. 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 nine (9) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Mr. Melvin Kaplan
Mr. Lowery Eugene Farley
Mr. John Slayman
Mrs. Gloria Bitner
Mr. Kenneth Smith
Mrs. Elissa E. Slayman
Mr. Wallace Matheny
Mrs. Sally Drury
Mrs. Margie Farley

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 Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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

including but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

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

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

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

(d) The Corporation shall not make any investments in such 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.

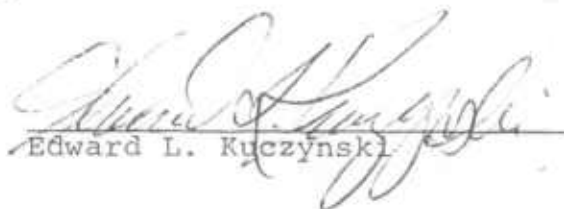
ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification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

(2) The Corporation 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 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 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.

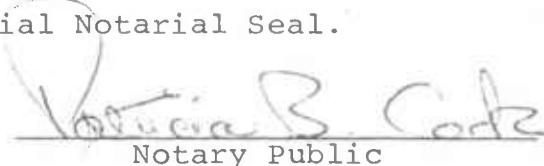
IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of August, 1984, and I acknowledge same to be my act.


Edward L. Kuczyński

STATE OF MARYLAND, WASHINGTON COUNTY, To-wit:

I HEREBY CERTIFY, that on this 28th day of August, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared EDWARD L. KUCZYNSKI, and he acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires:
July 1, 1986



ARTICLES OF INCORPORATION
OF
C & O CANAL DAYS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OCTOBER 16, 1984 AT 09:01 A.
OF MARYLAND O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2675, FOLIO 001012, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 24 SPECIAL FEE PAID: \$ _____
7600
D1794742

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 164760

ARTICLES OF INCORPORATION

001502

OF

WELLS HOUSE, INC.

Received for Record January 28th, 1985 At 10:46 A.M.
CORPORATION LIBER 34

RECORD 5.50
4 SUB 104.50
04 0473 1-28A10:46

FIRST: I, the undersigned, Ed H. Lough, whose post office address is 1034 Brinker Drive, Hagerstown, Maryland 21740, being over eighteen (18) years of age, do, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, hereby form a non-stock charitable corporation by the execution and filing of these Articles.

SECOND: The name of the corporation, hereinafter referred to as the "Corporation", is:

WELLS HOUSE, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a non-profit charitable organization with the following specific purposes and powers:

(a) To provide a residential half-way house for recovering alcoholics.

(b) To provide the human support necessary for life adjustment of the alcoholic in this setting.

(c) To provide guidance and assistance, where necessary, for the individual to return to the community as a useful citizen.

(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. (1)

42728266

(e) To own, hold, manage, invest, sell, convey, mortgage and otherwise dispose of, and reinvest from time to time the assets of the Corporation and to use and apply the net income and the principal of all of such property in such manner and at such time as the Corporation may deem best for the support and benefit or furtherance of the activities or program of the Corporation.

(f) 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 purposes of the Corporation, any and all powers conferred upon corporations by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this state is 324 North Locust Street, Hagerstown, Maryland 21740. The resident agent of the Corporation in this state is Paul B. Wiles, whose post office address is 1054 Brinker Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not authorized to issue any capital stock nor any membership certificate.

SIXTH: (1) The affairs of the Corporation shall be managed by a Board of Directors, the number of which shall initially be ten. The following persons shall be members until the first annual meeting of the Board of Members or until their successors are duly chosen and qualified:

(2)

Ed H. Lough
Rev. Joseph Fowlkes
Paul B. Wiles
Susan Keller
Jerry Ullrich
C. Michael Sweeney
Lee Downey
Jack Ritz
Dr. Olivia Reusing
Richard Funkhouser

The number of Members may be increased or decreased by vote of a majority of the Board of Members but shall never be less than three (3).

(2) The Board of Members, pursuant to the authority conferred upon them by the By-Laws of the Corporation, may elect annually a Board of Directors for the Corporation, which shall never consist of less than three (3) Directors, the qualifications, tenure, powers, duties and responsibilities of said Board to be as established from time to time by the By-Laws of the Corporation.

SEVENTH: Anything herein contained to the contrary notwithstanding, the powers of the Corporation shall be subject to the following terms, provisions and limitations:

(a) The Corporation is organized and at all times hereafter shall be operated exclusively for charitable purposes in conformity with the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1954.

(b) In the event of the liquidation, dissolution or winding up of the Corporation in any manner or for any reasons whatever, all of the assets of the Corporation after the payment of the obligations and liabilities of the Corporation shall be transferred to one or more domestic or foreign corporations or associations having a similar or analogous character or purpose: provided however, that any such transferee or transferrees shall

(3)

qualify under the provisions of Section 501 (c)(3) of the Internal Revenue Code of 1954, and its regulations as they now exist or as they may hereafter be amended.

EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of a majority of its Members, any amendments to these Articles which may now or hereafter be authorized by law.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I Have signed these Articles
of Incorporation as of the 24th day of Sept.
A.D. 1984.

WITNESS:

Robert W. Ripple AS TO Ed. H. Lough

Robert W. Ripple AS TO Timothy B. Lough

STATE OF MARYLAND

WASHINGTON COUNTY, to wit:

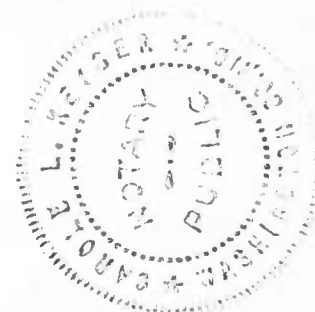
I HEREBY CERTIFY, that on this 24TH day of SEPT., A.D. 1984, before me, a Notary Public in and for the State and County aforesaid, personally appeared Ed H. Lough and acknowledged the foregoing Articles of Incorporation to be his respective act.

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

Carol L. Keyser

Notary Public

My Commision Expires: 7/1/86



ARTICLES OF INCORPORATION
OF
WELLS HOUSE, INC

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND SEPTEMBER 28, 1984 AT 09:51 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

7

RECORDED IN LIBER *2672*, FOLIO *001501* OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 22 SPECIAL FEE PAID: \$ 55.50

D1780071

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Richard W. Fink



A 174783

LAW OFFICES

FRANCE AND ROBINSON, P. A.

HAGERSTOWN TRUST COMPANY BUILDING

81 WEST WASHINGTON STREET

HAGERSTOWN, MARYLAND 21740

RALPH H. FRANCE, II
J. RUSSELL ROBINSONOF COUNSEL
ALLEN M. BAUMGARDNER

(301) 797-0100

October 3, 1984

Received for Record January 28th, 1985 At 10:47 A.M.
CORPORATION LIBER 34RECORD .75
RECORD .50
A SUB 105.75
05 0474 1-28A10:47Ms. Sara L. Frey
c/o Charles E. Creager, Esquire
1329 Pennsylvania Avenue
Hagerstown, Maryland 21740RE: Resignation of Resident Agent of Foxwood Mortgage
and Investment Corporation.

Dear Ms. Frey:

Please be advised that I am resigning as Resident Agent
of the above corporation effective February 1, 1984.

Very truly yours,

Ralph France

Ralph H. France, II

RHF:js

1984 OCT 16 A 11:57

42898572

NOTICE OF RESIGNATION OF RESIDENT AGENT

OF

FOXWOOD MORTGAGE & INVESTMENT CORP.

received for record October 16, 1984

, at 11:57 A. M.

and recorded on Film No. 2674

Frame No. 002310 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 71

AA N^o 20790

Special Fee Paid	\$5.00	.75
Recording Fee Paid	\$3.00	.50
Total	\$8.00	1.25

Return to: France and Robinson
81 West Washington Street
Hagerstown, Maryland 21740

LAW OFFICES
OF
CARSCADEN, GILCHRIST & GETTY
110 WASHINGTON STREET
CUMBERLAND, MARYLAND 21502
TELEPHONE
(301) 722-0123

C. WILLIAM GILCHRIST
W. STEVENS HIDEY
JOHN J. COYLE, JR.
H. GREGORY SKIDMORE
GORMAN E. GETTY III
NICHOLAS J. MONTELEONE

WILLIAM R. CARSCADEN
(1913-1976)
GORMAN E. GETTY
(1916-1976)
PROFESSIONAL BUILDING
105 SOUTH SECOND STREET
OAKLAND, MARYLAND 21550
(301) 334-1222

September 14, 1984

Received for Record January 28th, 1985 At 10:47 A.M.
CORPORATION LIBER 34

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

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RECORD .75
RECORD .50
A SUB 107.00
05 0475 1-28A10:47

Re: Change of Address of
Resident Agent of Virginia
Avenue Area Revitalization
Group, Inc.

Gentlemen:

Notice is hereby given by the undersigned of the change of
his post office address from 14 Greene Street, Cumberland,
Maryland 21502 to 110 Washington Street, Cumberland, Maryland as
resident agent of Virginia Avenue Area Revitalization Group,
Inc. to take effect on August 20, 1984.

CARSCADEN, GILCHRIST & GETTY

Nicholas J. Monteleone
NICHOLAS J. MONTELEONE

NJM:cjr

1984 OCT -2 P 2:40

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

VIRGINIA AVENUE AREA REVITALIZATION GROUP, INC.

received for record October 2, 1984

, at 2:40 P. M.

and recorded on Film No. 2671

Frame 002529 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 71

AA N^o 20739

Special Fee Paid	\$5.00	.75
Recording Fee Paid	\$3.00	.50
Total	\$8.00	1.25

Return to: Carscaden, Gilchrist & Getty
110 Washington Street
Cumberland, Maryland 21502

rc

LAW OFFICES
OF
CARSCADEN, GILCHRIST & GETTY
110 WASHINGTON STREET
CUMBERLAND, MARYLAND 21502

C. WILLIAM GILCHRIST
W. STEVENS HIDEY
JOHN J. COYLE, JR.
H. GREGORY SKIDMORE
GORMAN E. GETTY III
NICHOLAS J. MONTELEONE

TELEPHONE
(301) 722-0123

WILLIAM R. CARSCADEN
(1913-1976)
GORMAN E. GETTY
(1916-1976)

PROFESSIONAL BUILDING
105 SOUTH SECOND STREET
OAKLAND, MARYLAND 21550
(301) 334-1222

Received for Record January 28th, 1985 At 10:48 A.M.
CORPORATION LIBER 34 September 14, 1984

Received for Record January 28th, 1985 At 10:48 A.M.
CORPORATION LIBER 34

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

CERTIFIED MAIL
RETURN RECEIPT REQUESTED

RECORD	.75
RECORD	.50
A SUB	108.25
05 0476	1-28A10:48

Re: Change of Address of
Resident Agent of Briner
Enterprises, Inc.

Gentlemen:

Notice is hereby given by the undersigned of the change of his post office address from 14 Greene Street, Cumberland, Maryland 21502 to 110 Washington Street, Cumberland, Maryland as resident agent of Briner Enterprises, Inc. to take effect on August 20, 1984.

CARSCADEN, GILCHRIST & GETTY

Nicholas J. Monteleone
NICHOLAS J. MONTELEONE

NJM:cjr

1984 OCT -2 P 2:40

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

BRINER ENTERPRISES, INC.

received for record October 2, 1984

, at 2:40 P M.

and recorded on Film No.

2671

Frame No. 003527 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 71

AA N^o 20738

Special Fee Paid	\$5.00	.75
Recording Fee Paid	\$3.00	.50
Total	\$8.00	1.25

Return to: Carscaden, Gilchrist & Getty
110 Washington Street
Cumberland, Maryland 21502

rc



21 South Potomac Street Hagerstown, Maryland 21740 (301) 790-3500

(301) 790-3500

Received for Record January 28th, 1985 At 10:48 A.M.

CORPORATION LIBER 34 RESOLUTION

RECORD .75
RECORD .50
A SUB 109.50
05 0477 1-28A10:48

The Board of Directors of The Maryland Theatre Association, Inc., a corporation organized in Maryland on October 26, 1976, duly approved a resolution as follows.

RESOLVED: That the Resident Agent of the corporation is charged to Douglas S. Wright, Jr.

I, Douglas S. Wright, Jr., certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

Douglas S. Wright, Jr.
President
The Maryland Theatre

42708211

NOTICE OF CHANGE OF RESIDENT AGENT

OF

MARYLAND THEATRE ASSOCIATION, INC.

received for record September 26, 1984

, at 8:30 A.M.

and recorded on Film No.

2671

Frame No. 003508 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 71

AA N^o 20728

Special Fee Paid	\$5.00	.75
Recording Fee Paid	\$3.00	.50
Total	<u>\$8.00</u>	<u>1.25</u>

Return to: Maryland Theatre Association, Inc.
21 South Potomac Street
Hagerstown, Maryland 21740

rc

Received for Record January 28th, 1985 At 10:49 A.M.
CORPORATION LIBER 34

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT
Washington County
Hagerstown, MD 21740

RECORD 1.00
A SUB 123.00
04 0479 1-28A10:49

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

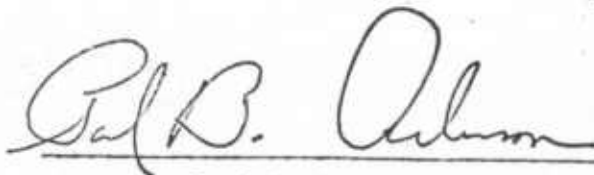
FULTON PETROLEUM SALES, INC. (MD CORP.) TRANSFEROR

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

SOUTHERN STATES COOPERATIVE, INCORPORATED (VA CORP.) TRANSFEREE

3) The Articles were accepted for record on 10/10/84, at 11:54 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 16th day of October, 1984.



Paul B. Anderson
Charter Specialist

ARTICLES OF INCORPORATION

ERWIN ENTERPRISES, INCORPORATED

1984 OCT 15 A 11:10

FIRST: We, Larry Powell Ervin, William Glenn Arrowood, and Joyce Ervin, whose post office address is P. O. Box 184, 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, 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 called the "Corporation") is Ervin Enterprises, Incorporated.

THIRD: The purpose for which the Corporation is formed are to engage in the business of general construction and (1) to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, 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 215 West Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, esquire, 49 North Potomac 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 Five Thousand (5,000) shares of common stock, with no par value.

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, 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: Larry Powell Ervin, William Glenn Arrowood, and Joyce Ervin.

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.

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 authorize the issuance from time to time

42898168

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 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.

3. Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into this 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; and
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 18 day of June, 1984 and we acknowledge same to be our act.

WITNESS:

James M. Leonard

Larry P. Ervin
Larry Powell Ervin

James M. Leonard

William Glenn Arrowood
William Glenn Arrowood

001404

James M. Lowmeyer

Joyce Ervin
Joyce Ervin

ARTICLES OF INCORPORATION
OF
ERVIN ENTERPRISES, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 15, 1984 AT 11:10 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2675, FO 001401, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 21 SPECIAL FEE PAID: \$
D1798149 5.25

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Hill



A 164820

003197

ARTICLES OF AMENDMENT
FOR
HAGERSTOWN MODEL RAILROAD CLUB, INCORPORATED

RECORDED 5.00
8 SUB 10-25
04 5783 4-04 P3:39

Hagerstown Model Railroad Club, Inc., a Maryland Corporation, having its principal office at Hagerstown Fairgrounds, Hagerstown, Maryland 21740, and a post office address of P.O. Box 1181, 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 deleting therefrom in its entirety Article Second and by substituting in lieu thereof, the following new Article Second:

"SECOND: The name of the Corporation is:

HAGERSTOWN MODEL RAILROAD MUSEUM, INC. "

SECOND: The Charter of the Corporation is hereby amended by deleting therefrom in its entirety Article Third and by substituting in lieu thereof, the following new Article Third:

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

a. To provide seminars and workshops for the education of members and the public on various phases of railroading and scale model railroading.

b. To provide a common meeting place where persons interested in all phases of railroading and model railroading can meet and share in various aspects of this mode of transportation.

c. To gather and make available to the membership and the public, historical and current developments concerning railroading and model railroading.

d. To collect, preserve and display artifacts, literature, scientific and technological data and models pertaining to railroading and model railroading.

e. To design, build and operate scale models and scale model railroads of historical and contemporary prototypes.

f. To collect, catalog and preserve literature and other documents pertaining to railroads and model railroading and to make these items available to members and the public.

g. To make it possible for the public, youth organizations, service clubs and educational institutions to visit the museum and observe the scale models in operation.

h. To purchase, own, hold, lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of property, real or personal, of every class and description or any interest therein, necessary to desirable for carrying out of the purposes of this Corporation as hereinabove set forth.

i. The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the

42928189

Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code 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 of any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by 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 aforementioned 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 Amendment, 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(s), 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, charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in the furtherance of exempt purposes.

j. No part of the net earnings of the Corporation shall enure 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, 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 corresponding provision of any future United States Internal Revenue Law), or (b) by a Corporation, contribution to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, (or a corresponding provision of any future United States Internal Revenue Law.)

THIRD: 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 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; other matters relating to its members shall be set forth in the by-laws of the Corporation."

FOURTH: The Charter of the Corporation is hereby amended by adding the following provisions:

"SEVENTH: Upon dissolution of the Corporation's affairs, or upon abandonment of the Corporations 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 business of the Corporation, provided the same be not inconsistent with these Articles of Amendment 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 candidate for public office. It is intended that the organization described in Article Ninth shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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

FIFTH: By the affirmative vote of a majority of the Directors comprising the Board of Directors of the Corporation at a meeting duly called and held on September 17, 1984, the Board of Directors of the Corporation duly advised said amendment, and the membership of the Corporation, at a Meeting

of the members of the Corporation duly called and held on the 8th day of October, 1984, duly approved said amendment by the affirmative vote of a majority of all votes entitled to be cast thereon.

IN WITNESS WHEREOF, Hagerstown Model Railroad Club, 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 3rd day of October, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of Hagerstown Model Railroad Club, 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:

HAGERSTOWN MODEL RAILROAD
CLUB, INC.

Sigrid K. Knode
Sigrid K. Knode, Secretary

BY: Dennis Masters
Dennis Masters, President



ARTICLES OF AMENDMENT

OF

THE HAGERSTOWN MODEL RAILROAD CLUB, INCORPORATED

Changing its name to

HAGERSTOWN MODEL RAILROAD MUSEUM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND October 18, 1984 AT 9:57 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2675, FOLIO 003196 OF THE 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

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Carlson



A 164924

PUNTABELA - WHEATON I, Ltd.
ARTICLES OF REVIVAL

The name of the corporation at the time the charter was forfeited was Puntabela - Wheaton I, Ltd.

The name which the corporation will use after revival is Puntabela - Wheaton I, Ltd.

The name and address of the resident agent are Edward A. Blaine, 1919 Blaine Drive, Hagerstown, Maryland 21740.

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

At or prior to the filing of these Articles of Revival the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited.
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

The address of the principal office in this state is 1919 Blaine Drive, Hagerstown, Maryland 21740.

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

Edward A. Blaine

Last Acting President
(or Vice President)

William H. Hagerman

Last Acting Secretary
(or Treasurer)

42968092

I, Edward A. Blaine, President of Puntabela - Wheaton I, Ltd. hereby declare that the previously mentioned corporation has paid all State and local taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Edward A. Blaine
Edward A. Blaine

I hereby certify that on October 17, 1984, before me, the subscriber, a notary public of the State of Maryland, in and for Washington County personally appeared Edward A. Blaine and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Nancy C. Clepper

My Commission expires: July 01, 1986



ARTICLES OF REVIVAL
OF
PUNTABLELA-WHEATON I, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND October 24, 1984 AT 9:01 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2677, FOLIO 001909 OF THE 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

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE

[Signature]



A 165006

Received for Record April 4, 1985 at 3:40 o'clock P.M. Liber 34

PUBLIC FIRE AWARENESS SPECIALIST, INC.

 002056 5.00
 RECORD
 B SUB 20.25
 04 5790 4-04 P3:40

1984 OCT 25 A 11:49

ARTICLES OF AMENDMENT

Public Fire Awareness Specialist, 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 Article 8 and inserting in lieu thereof the following:

Article 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 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 (s) organized and operated exclusively for charitable, educational, religious, or provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the 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(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

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 members of the Corporation.

IN WITNESS WHEREOF: PUBLIC FIRE AWARENESS SPECIALIST, INC., has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on October 19, 1984.

ATTEST:

PUBLIC FIRE AWARENESS SPECIALIST, INC.

Marsha L. Keller
 SECRETARY

BY: Edward H. Chappin 10/22/84
 PRESIDENT

THE UNDERSIGNED, President of Public Fire Awareness Specialist, 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.

Edward H. Chappin

42998199

Recorded as received from State Department of Assessments and Taxation with obviously several lines missing.

ARTICLES OF AMENDMENT

OF

PUBLIC FIRE AWARENESS SPECIALIST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND October 25, 1984 AT 11:49 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2677, FOLIO 902055, OF THE 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

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 165297

LITTON ENTERPRISES, INC.

1984 OCT -1 A 10:54 ARTICLES OF INCORPORATION

1984 OCT 15 P 4:57
RECORD
B SUB
04 57915.00
25.25
4-04 P3:40

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, 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 Litton Enterprises, Inc.

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

1. To engage in the business of owning, leasing, operating, acquiring or managing gasoline service stations; to import, buy or otherwise acquire, own, hold, use, export, sell or otherwise dispose of gasoline, kerosene, lubricating oils and greases, antifreezes, tires, batteries, and all other supplies and accessories necessary or convenient for servicing automobiles and other vehicles and automotive equipment, and generally to do all things customarily done by gasoline service stations, including, without limitation, servicing, repairing, lubricating, washing, waxing, and polishing automobiles and other vehicles.

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.

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~~42758250~~ 421

FOURTH: The post office address of the principal office of the Corporation in Maryland is 206 Maugansville Road, Maugansville, Maryland. The name and post office address of the Resident Agent of the Corporation in Maryland is Margaret M. Litton, 2213 Club Road, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in Maryland.

21767

✓
21740

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 Ten (\$10.00) Dollars 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.

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

Margaret M. Litton
Nancy Y. Gerberich
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 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 28th day of September, 1984.

WITNESS:

Nancy C. Bayer Lynn F. Meyers

ARTICLES OF INCORPORATION
OF
LITTON ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OCTOBER 15, 1984 01:57 P.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2676, FOLIO 001963 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u>	\$ <u>5.00</u>
	D1798784	

WASHINGTON COUNTY
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 165421

JONES & VOLCJAK, INC.
ARTICLES OF INCORPORATION

J02901

RECORD
8-308-1025.00
3:40PM

1984 OCT 15 A 10:08

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, 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 Jones & Volcjak, 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, taverns, cafes, grills, shops, luncheonettes, coffee, 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 generally to conduct the business of restaurateurs, caterers, and 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 used therein.

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

42378106

OCT 23 1984
15 30 A 10:08

42378147

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 1400 T6 Haven Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is C. David Jones, 1400 T6 Haven Road, 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, par value Ten (\$10.00) Dollars 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.

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

C. David Jones
Edward E. Volcjak
Pimpon S. 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to be my act this day of October, 1984.

WITNESS:





Lynn F. Meyers

ARTICLES OF INCORPORATION
OF
JONES & VOLCJAK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND OCTOBER 23, 1984 AT 09:54 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 4 2677, FOLIO 302903 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20 5.00

SPECIAL FEE PAID:

\$

D1805498

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 165723

Received for Record April 4, 1985 at 3:42 o'clock P.M.
Liber 34

RECORD
5.00
3020135-25
04 OCT 1985 13:42

ARTICLES OF INCORPORATION
VALLEY MICROCOMPUTERS, INC.

FIRST: The undersigned, Robert deGrove Potter, whose post office address is 1750 Dual Highway, 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 Valley Microcomputers, Inc.

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

1. To engage in the sale or lease of micro computers and related products and services.

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 Maryland is 1750 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Michael J. Schaefer, Route 1, Box 76, Keedysville, Maryland 21756. 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 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, provided that:

42978062

1985 OCT 22 P 1:33

(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:

Robert B. Beegen

Gerard F. Reynell

Robert deGrove Potter

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 15th day of October, 1984.

WITNESS:

Robert deGrove Potter

Robert deGrove Potter
Robert deGrove Potter

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 15th day of October, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert deGrove Potter, 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.

D. A. Schuchter
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
VALLEY MICROCOMPUTERS, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 34 FOLIO 208
LAND INCORPORATION RECORDS
VAUGHN KER. CLERK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 22, 1984 AT 01:33 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2677, FOLIO 003012 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

5.00

D1805662

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 165740

ARTICLES OF INCORPORATION OF

BROWN'S TRUCKING CO., INC. "A Close Corporation"

RECORD 5.00
B SUB 40.25
04 5794 4-04 P3:43

I, the undersigned, Kenneth L. Brown, whose post office address is 401 E. Jefferson St., Suite 101, Rockville, Md. 20850; being of full legal age, do hereby present myself as incorporator, with the intention of 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 hereafter called the "Corporation") is BROWN'S TRUCKING CO., INC.

ARTICLE II - PURPOSE

The purpose for which the corporation is formed is:

- (a) To engage in the business of buying, selling and dealing in all related interests which are generally used in the trucking and hauling business.
- (b) To engage in the business of buying, selling, leasing, dealing in and with trucking equipment and the use thereof, including labor hiring for the benefit of others, or in whatever nature necessary with all services and accessories used in connection with a trucking and hauling business.
- (c) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects set forth in these Articles of Incorporation and not forbidden by the laws of the State of Maryland.
- (d) To carry out any and all parts 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 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 such objects and purposes.
- (e) To have officers and promote and carry on its objects and purposes within or without the State of Maryland, in other states, the District of Columbia, in the territories or colonies of the United States.
- (f) 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 enumeration of the foregoing powers shall not be deemed to exclude any powers, rights, or privileges so granted or conferred.

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(g) The forgoing 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 articles of these Articles of Incorporation, or of any amendments thereto, and shall each be regarded as independent and construed as powers as well as objects and purposes.

ARTICLE III - ADDRESS OF RESIDENT AGENT

The principal office of the Corporation in the State of Maryland will be maintained at P.O. Box 14, Cavetown, Maryland 21720. The resident agent of the Corporation is Kenneth L. Brown, whose post office address is 401 E. Jefferson St., Suite 101, Rockville, Maryland 20850. Said resident agent is a citizen of the State of Maryland and actually resides therein.

ARTICLE IV - CAPITAL STOCK

The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares with par value of one dollar (\$1.00) per share, all of which shares are of one class and shall be designated Common Stock.

ARTICLE V - CLOSED CORPORATION/DIRECTORS

The Corporation shall be considered a closed corporation under Title 4 of the Corporations & Associations Article. Kenneth L. Brown shall act as director until the organizational meeting, at which time the corporation will cease to have directors and will be operated directly by the shareholders.

ARTICLE VI - DURATION

The duration of the Corporation shall be perpetual. The Corporation reserves the right from time to time to make any amendment to its charter now or hereafter authorized by law.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26th day of October, 1984.

WITNESS:

INCORPORATOR:

Jackie A. Moran

Kenneth L. Brown

State of Maryland)
County of Montgomery to wit:

I HEREBY CERTIFY that on this 26th day of October, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth L. Brown, and acknowledged the forgoing Articles of Incorporation to be his act and deed.

Jackie A. Moran
Notary Public

My Commission Expires: 7/1/86

ARTICLES OF INCORPORATION
OF
BROWN'S TRUCKING CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND OCTOBER 29, 1984 AT 03:21 P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2678, FOLIO 000143, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00
D1808112

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 165863

AMENDED ARTICLES OF INCORPORATION

OF

BICKNELL-HINKLE ENTERPRISES, INC.

RECORD 5.00
B SUB 45.25
04 5795 4-04 P3:43

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 BICKNELL-HINKLE ENTERPRISES, INC.

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

To purchase, lease and otherwise acquire, hold, own, mortgage, develop, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, in this State.

To own, conduct, operate, maintain and carry on the business of restaurant, and to sell and dispense foods, beverages and liquids of all kinds and to do any and all things necessary and pertinent to said 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 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 of the principal office of the Corporation in this State is 1023 Maryland Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Jimmie W. Hinkle, 1023 Maryland Avenue, 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 hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) per share, all of single 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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Jimmie W. Hinkle, O. Gene Bicknell and Karon J. Wilson.

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 of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, 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 Amended Articles of Incorporation on this 6th day of November, 1984.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6th day of November, 1984, 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, 1986



AMENDED ARTICLES OF INCORPORATION

211

OF

BICKNELL-HINKLE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND November 8, 1984 AT 11:20 O'CLOCK A. M. AS IN CONFORMITY
Effective: 3/21/83, at 10:52 AM
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2680, FOLIO 588, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 20.00	\$ _____
	5.00	

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drl

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 166130

001808

THE MAPLES FRUIT FARM, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is 81 West Washington Street, 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.

RECORD 5.00
SUB 50.25
04 5796 4-04 P3:44

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

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

1. To buy, sell, export, import and distribute through the mail, all kinds and manner of fruits, fresh, dried, canned preserved and evaporated; and to buy, sell, export, and import and distribute through the mail all kinds and manner of nutmeats: fresh, dry, roasted and processed.

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 Whitehall Road, Chewsville, Maryland 21721. The name and post office address of the Resident Agent of the Corporation in Maryland is Edward R.

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Knight, Whitehall Road, Chewsville, Maryland 21721. Said 001809
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, Ten (\$10.00) Dollars per share par.

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.

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

Edward R. Knight
Patricia O. Knight
Cheryl Ann Oswald

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.

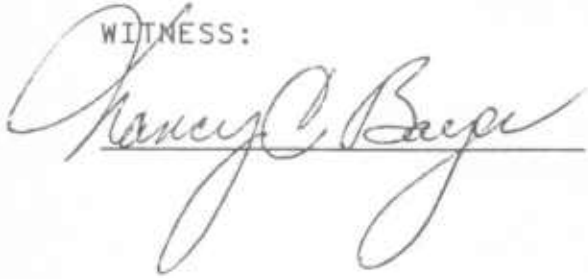
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by 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.

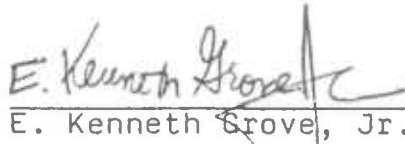
EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, 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 31st day of October, 1984.

WITNESS:


Nancy C. Baze


E. Kenneth Grove, Jr.

ARTICLES OF INCORPORATION
OF
THE MAPLES FRUIT FARM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 02, 1984 AT 10:58 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2678, FOLIO 001807 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00
D1812007

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 166217

MYERS BUILDING SYSTEMS, INC.
ARTICLES OF INCORPORATIONRECORD 5.00
B SUB 55.25
04 5797 4-04 P3:44

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, 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 Myers Building Systems, Inc.

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

1. To engage in the business of erecting or altering, under contract or otherwise, houses, churches, schools, 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 contractors; to buy and sell building materials and enter into contracts for the wrecking of buildings.
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 1, Box 161, Clear

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Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in Maryland is LeRoy E. Myers, Jr., Route 1, Box 161, Clear Spring, Maryland 21722. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of all classes which the Corporation has authority to issue is Ten Thousand (10,000), of which Five Thousand (5,000) shares shall be common stock with a par value of Ten (\$10.00) Dollars per share and Five Thousand (5,000) share shall be preferred stock, with a par value of Ten (\$10.00) Dollars per share.

The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemptions of the shares of each class of stock as follows:

PREFERRED STOCK

The Preferred Stock may be issued from time to time by the Board of Directors as shares of one or more series. The description of shares of each series of Preferred Stock, including any preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualification, and terms and conditions of redemption shall be as set forth in resolutions adopted by the Board of Directors and in Articles Supplementary filed as required by law from time to time prior to the issuance of any shares of such series.

The Board of Directors is expressly authorized, prior to issuance, by adopting resolutions providing for the issuance of, or providing for a change in the number of, shares of any particular series of Preferred Stock and, if and to the extent from time to time required by law, by filing Articles Supplementary pursuant to Section 2-208 of the Corporations and Associations Article of the Annotated Code of Maryland (or any law hereafter in effect relating to the same or substantially similar subject matter), to set or change the number of shares to be included in each series of Preferred Stock and to set or change in any one or more respects the designations, preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms and conditions of redemption relating to the shares of each such series. The authority of the Board of Directors with respect to each series of Preferred Stock shall include, but not be limited to, setting or changing the following:

1. the distinctive serial designation of such series and the number of shares constituting such series (provided that the aggregate number of shares constituting all series of Preferred Stock shall not exceed Five Thousand (5,000));

2. the annual dividend rate on shares of such series, whether dividends shall be cumulative and, if so, from which date or dates;

3. whether the shares of such series shall be redeemable and, if so, the terms and conditions of such redemption, including the date or dates upon and after which such shares shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

4. the obligation, if any, of the Corporation to retire shares of such series pursuant to a sinking fund;

5. whether shares of such series shall be convertible into, or exchangeable for, shares of stock of any other class or classes and, if so, the terms and conditions of such conversion or exchange, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

6. whether the shares of such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

7. the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; and

8. any other relative rights, powers, preferences, qualifications, limitations or restrictions thereof relating to such series.

The shares of Preferred Stock of any one series shall be identical with each other in all respects except as to the dates from and after which dividends thereon shall cumulate, if cumulative.

COMMON STOCK

Subject to all the rights of the Preferred Stock, and except as may be expressly provided with respect to the Preferred Stock herein, by law or by the Board of Directors pursuant to this Article FIFTH:

1. dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends;

2. the holders of Common Stock shall have the exclusive right to vote for the election of directors and on all other matters requiring stockholder action, each share being entitled to one vote; and

3. upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the net assets of the Corporation shall be distributed pro rate 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 three (3), 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:

LeRoy E. Myers, Sr.
LeRoy E. Myers, Jr.
Mary Jane Myers

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

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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 *1st* day of November, 1984.

WITNESS:

Nancy C. Bayne *Lynn F. Meyers*

Lynn F. Meyers

ARTICLES OF INCORPORATION
OF
MYERS BUILDING SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 05, 1984 AT 11:02 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2678, FOLIO 002484 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u> <u>5.00</u>	\$ _____
	<u>D1813054</u>	

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Handwritten Signature]



A 166281

1984 NOV -2 A 11:41

JANE MALIK ANDERSON, 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, Jane Malik Anderson, whose post office address is 815 Forrest 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 JANE MALIK ANDERSON, 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 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 the dominion of Canada, or Mexico, or any foreign country or countries, or any territory or possession thereof, whether presently or hereafter annexed, are as follows:

1. To engage in the business of selling to members of the general public, at both wholesale and retail levels of distribution, clothing apparel, bridal gowns and other assorted accessories, and to engage in each and every act attendant and incident thereto including the rental of said apparel and accessories.

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

3. To take, lease, purchase or otherwise acquire and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, subdivide, develop, cultivate and otherwise handle, deal in and dispose of real estate, real property, and any interest or right therein.

4. To erect or to have erected, to construct or to have constructed, houses, works, buildings, storerooms, factories, warehouses, tenements, edifices and structures of every description; and to rebuild, enlarge, improve and alter existing houses, works, buildings, storerooms, tenements, edifices and structures of every description, and to buy, sell, own, use, manage and lease the same or similar structures.

5. To guarantee the performance of any contract by any other corporation, association, firm or individual; and to endorse or otherwise guarantee the payment of the principal, interest or dividends, or any of them, of any bonds, debentures, notes, securities or other evidences of indebtedness created or issued by any such other corporation, association, firm or individual.

6. To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association organized under the laws of the State of Maryland, or of any other State, territory, district, colony or dependency of the United States of America, or 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 any 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.

7. To advance money with or without security, and 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.

8. The Corporation shall have all the powers which any ordinary business stock corporation organized under the laws of the State of Maryland may possess, without limitation or restriction of any kind, and without limiting the generality of the foregoing, shall have all the powers enumerated in Section 2-103 of The Corporations and Associations Article of the Annotated Code of Maryland, as from time to time amended.

FIFTH: The post office address of the principal office of the Corporation in this State is 815 Forrest Drive , Hagerstown, Maryland 21740.

The name and post office address of the Resident Agent of the Corporation in this State are Jane Malik Anderson, 815 Forrest 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 Five Thousand (5,000) shares of common stock, without par value.

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director whose name is Jane Malik Anderson.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31 day of October, 1984, and I acknowledge the same to be my act.

WITNESS:

Chad H. H. 7

Jane Malik Anderson
Jane Malik Anderson

ARTICLES OF INCORPORATION
OF
JANE MALIK ANDERSON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 02, 1984 AT 11:41 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2678, FOLIO 002540 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u>	\$ <u>5.00</u>
	<u>D1813138</u>	

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 166289

DKAT, Ltd.

003525
RECORD 5.00
8 SUB 65.25
04 5799 4-04 P3:45

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 DKAT, Ltd.

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

(1) To engage in the business of maintaining a tavern and/or restaurant; 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 2605 Breezewood Drive, Hagerstown, Maryland. ✓
The name and post office box address of the Resident Agent of the Corporation in this State is David K. Lookabaugh, 2605 Breezewood Drive, Hagerstown, Maryland. The Said Resident Agent is an individual actually ✓
residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, 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 name of the Director who shall act until the first annual meeting or until his successors are duly chosen and qualified is:

David K. Lookabaugh

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

43108389

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 1st day of November, 1984, and I acknowledge the same to be my voluntary act and deed.


Witness

 (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
DKAT, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 05, 1984 AT 12:28 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2678, FOLIO 003524 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00
D1813948

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. H. K.



A 166370

Received for Record April 4, 1985 at 3:45 o'clock P.M.
Liber 34

RECORD 5.00
B SUB 70.25
04 5300 4-04 P3:45

STRITE AND SCHILDT
A Professional Association
ARTICLES OF INCORPORATION

FIRST: I, William McC. Schildt, whose post office address is 138 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, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is STRITE AND SCHILDT, A PROFESSIONAL ASSOCIATION.

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

(1) To engage in the general practice of law; to offer legal services to the general public and to federal, state, and local governments;

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as limited by the Professional Service Corporations

43138247

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 West Washington Street, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State are William McC. Schildt, 138 West Washington Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State. ✓ 21740 ✓

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 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: Samuel C. Strite and William McC. Schildt.

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

C02025

any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

3. Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval, and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, exchange, or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 29th day of October, 1984, and I acknowl-
edge same to be my act.

Witness:

William Mel. Schildt
William McC. Schildt *EW by direction*

Clara Mae Baker

ARTICLES OF INCORPORATION
OF
STRITE AND SCHILDT, A PROFESSIONAL ASSOCIATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 08, 1984 AT 11:23 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2679, FOLIO 003021, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 40 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00

D1815810

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



Gal B. Quinn

A 166509

ARTICLES OF INCORPORATION

OF

S & A ASSOCIATES, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

RECORD 5.00
B SUB 75.25
04 5801 4-04 P3:48

FIRST: That I, the undersigned, Russell R. Marks, 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 S & A ASSOCIATES, INC.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

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

To own and manage 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.

FIFTH: The post office of the principal office of the Corporation in this State is 736 Maryland Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Allen Kennedy, 736 Maryland Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly

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chosen and qualify are: Allen Kennedy, Steven Kendall, and Russell R. Marks.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 3rd day of October, 1984.

WITNESS:

Susan E. Becker

Russell R. Marks

(SEAL)

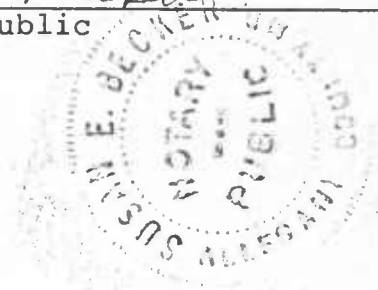
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 3rd day of October, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Susan E. Becker
Notary Public

My Commission Expires:
July 1, 1986



ARTICLES OF INCORPORATION
OF
S & A ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OCTOBER 15, 1984 01:10 P.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2675, FOLIO 001259 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1796531 5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Handwritten Signature]



A 164796

C02668

Received for Record April 4, 1985 at 3:47 o'clock P.M. Liber 34

CERTIFICATE OF CHANGE
OF ADDRESS OF RESIDENT AGENT

RECORD 1.25
8 SUB 76.50
04 5802 4-04 P3:47

I, Dennis E. Howarth, Assistant Vice President, acting on behalf of United States Corporation Company, do hereby notify the Maryland State Department of Assessments and Taxation of our change of address from: 1300 Mercantile Bank & Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201, to 300 East Lombard Street, 15th Floor, Baltimore, Maryland 21202, for the following corporation effective June 15, 1984.

MARINE AND ELECTRONICS MANUFACTURING, INCORPORATED

UNITED STATES CORPORATION COMPANY



Dennis E. Howarth
Assistant Vice President

43148006

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

MARINE AND ELECTRONICS MANUFACTURING, INCORPORATED

received for record June 15, 1984

, at 8:30 A. M.

and recorded on Film No.

2679

Frame No. 00865 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 71

AA N^o 20953

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Return to: Frank, Bernstein, Conaway & Goldman
Attn: Ms. Cynthia Garland
300 East Lombard Street, 15th Floor
Baltimore, Maryland 21202

rc

Received for Record April 4, 1985 at 3:47 o'clock P.M. Liber 34

CERTIFICATE OF CHANGE OF PRINCIPAL OFFICE
OF

SC DEVELOPMENT CORP., INC.

RECORD 1.25
B SUB 77.75
04 5803 4-04 P3:47

RESOLUTION OF DIRECTORS

RESOLVED: That the post office address
of the principal office of this Corporation
in the State of Maryland is hereby changed
to 1506 Kensington Drive, Hagerstown,
Maryland 21740.

CERTIFICATION

I HEREBY CERTIFY, that the foregoing resolution was
duly adopted by the Board of Directors of SC DEVELOPMENT CORP.,
INC. on October 29, 1984.


NORMAN SANDLER

Dated:

October 29, 1984

0694e

1984 NOV 14 A 9:28

43198005

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

SC DEVELOPMENT CORP., INC.

received for record November 14, 1984

, at 9:28 A.M.

and recorded on Film No. 2679

Frame 000141 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 71

AA N^o 20942

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Return to: Frank, Bernstwin, Conaway & Goldman
300 East Lombard Street
Baltimore, Maryland 21202

rc

Received for Record April 4, 1985 at 3:48 o'clock P.M. Liber 34

003625

LIBRA ASSOCIATES, INC.
SECRETARY'S CERTIFICATE

RECORD 1.25
B SUB 79.00
04 5804 4-04 P3:48


I, Stewart B. Gold, Secretary of Libra Associates, Inc. (the "Corporation"), hereby certify that the following resolutions were unanimously approved by the Board of Directors in writing on October 10, 1984;

RESOLVED, that the principal office of the Corporation shall be and hereby is changed to 24 Jonathan Street, Hagerstown, Maryland 21740;

RESOLVED, that the resident agent of the Corporation shall be and hereby is changed to Stewart B. Gold, who resides at 13304 Old Frederick Road, Rocky Ridge, Maryland 21778;

I further certify that the foregoing resolutions are not contrary to the Charter or Bylaws of the Corporation, that the same have not been repealed or amended, and that they are in full force and effect as of the date of this certificate.

IN WITNESS WHEREOF I hereunto subscribe my name and affix the seal of the Corporation this 10th day of October, 1984.


Stewart B. Gold

(Seal)

42848111

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT
AGENT AND AGENT'S ADDRESS

OF

LIBRA ASSOCIATES, INC.

received for record October 10, 1984

, at 9:53 A. M.

and recorded on Film No. **2676**Frame No. **003624** 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 71

AA N^o 20778

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Return to: Venable, Baetjer and Howard
1800 Mercantile Bank & Trust Building
2 Hopkins Plaza
Baltimore, Maryland 21201

rc

Received for Record April 11, 1985 at 3:00 o'clock P.M. Liber 34

B 003739
RECORD 2.00
B SUB 2.00
04 6271 4-11 P3:00

RESOLUTIONS ADOPTED BY THE BOARD OF
DIRECTORS OF THE LUJENSUE FOUNDATION, INC.

I, Louis W. Hargrave, Secretary of the Lujensue Foundation, Inc., a nonstock Maryland corporation (the "Corporation") hereby certify that the following resolutions were adopted by the Board of Directors of the Corporation by unanimous written consent on October 29, 1984:

RESOLVED: That the address of the Principal Office of the Corporation be, and hereby is, changed from 1060 Crestwood Drive, Hagerstown, Maryland 21740 to 1427 Kensington Drive, Apartment 301, Hagerstown, Maryland 21740;

RESOLVED: That pursuant to SECTION 1 of ARTICLE VIII of the Corporation's By-laws (the "By-laws"), that SECTION 3 of ARTICLE I of the By-laws be stricken and that the following be inserted in lieu thereof:

SECTION 3. Place of Meetings.

All meetings of members shall be held at the principal offices of the Corporation at 1427 Kensington Drive, Apartment 301, Hagerstown, Maryland 21740, or such other location in the United States as the Board of Directors may provide in the notice of the meeting.

RESOLVED: That Jean F. Shaulis, Terry L. Randall and Louis W. Hargrave shall constitute the executive committee (the "Executive Committee") of the Board of the Directors of the Corporation (the "Board") to serve until the first meeting of the Board following the next annual meeting of the members of the Corporation, and that, when the Board is not in session, the Executive Committee shall have and exercise all of the powers of the Board in the management of the Corporation, including, but not limited to, the power to make any decision required with respect to the awarding of grants by the Corporation, except that the Executive Committee shall not have the power to recommend to the members of the Corporation any action which requires member approval or the power to amend the By-laws or the power to approve a merger of the Corporation which does not require member approval or any other power denied it by law;

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RESOLVED: That Jean F. Shaulis and Louis W. Hargrave shall constitute the investment committee of the Board (the "Investment Committee") to serve until the first meeting of the Board following the next annual meeting of the members of the Corporation and that the Investment Committee shall have and exercise the power to make any investment decisions necessary or advisable with respect to the assets of the Corporation;

RESOLVED: That the Secretary of the Corporation be, and hereby is, authorized and directed to file a certified copy of these resolutions with the Maryland State Department of Assessments and Taxation; and

RESOLVED: That the appropriate officers of the Corporation be, and hereby are, authorized and directed, in the name and on behalf of the Corporation, to take such actions and execute and deliver or file such documents and instruments as, in their discretion, they deem necessary or appropriate to carry out and effectuate the full intent and purposes of the foregoing resolutions.

WITNESS my signature and the seal of the Corporation this 28th day of November, 1984.


Louis W. Hargrave
Secretary

TKH5/jlk/g

NOTICE OF CHANGE OF PRINCIPAL OFFICE

247

OF

THE LUJENSUE FOUNDATION, INC.

received for record December 6, 1984

, at 3:30 P.M.

and recorded on Film No. 2684

Frame No. 003738 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 71

AA N^o 21068

Special Fee Paid	\$5.00	50
Recording Fee Paid	\$6.00	150
Total	\$11.00	2.00

Return to: Miles & Stockbridge
Attn: Margaret A. Meginniss
10 Light Street
Baltimore, Maryland 21201

rc

1984 NOV 26 A 10:18

NOVA DESIGN ASSOCIATES, INC.AMENDED 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 Nova Design Associates, Inc.

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

(1) To engage in the business of the design, manufacture and sales of furniture and related items; 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 2315 Pennsylvania Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Hilton C. Smith, Jr., 50 Summit Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of all classes which the Corporation has authority to issue is One Hundred Fifty (150) of which One Hundred (100) shares shall be Common Stock, without par value, and Fifty (50) shares shall be 17.5% cumulative Preferred Stock, with a par value of \$4,000.00 per share.

The following is a description of the Preferred Stock:

(1) The holders of Preferred Stock shall not be entitled to vote in any proceeding in which actions shall be taken by the stockholders of Common Stock in the Corporation.

(2) In the event of any voluntary or involuntary liquidation (in whole or in part), 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:

43318101

a. First, to the holders of the Preferred Stock an amount equal to all unpaid declared, accumulated dividends, if any, thereon without interest.

b. Second, to the holders of the Preferred Stock an amount equal to Four Thousand Dollars (\$4,000.00) per share.

c. Third, thereafter, the remaining assets of the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of Preferred Stock and Common Stock, share and share alike and without distinction as to class, in proportion to their respective stockholdings.

(3) The holders of the Preferred Stock shall be entitled to receive at the end of each and every fiscal year of the Corporation, but only when authorized by the Board of Directors of the Corporation, out of the assets of the Corporation legally available for dividends, cash dividends, at the rate of Seven Hundred Dollars (\$700.00) per share for each fiscal year of the Corporation, without interest and before any dividend 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 and payment of dividends on the Preferred Stock shall be subject to and in accordance with the following:

a. 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 pro-rated amount of the annual dividend on such Preferred Stock for the period of time from the date of issuance of such Preferred Stock until the end of the fiscal year.

b. 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 as authorized by the Board of Directors of the Corporation, before any dividend shall be paid or declared, or any other distribution shall be ordered or made, upon any other class of stock.

(4) After July 31, 1987, but no later than July 31, 1989, the Corporation shall be obligated to repurchase, and the holders shall be obligated to sell to the Corporation all of the shares of Preferred Stock. The repurchase price shall be Five Thousand Two Hundred Dollars (\$5,200.00) per share plus any accumulated dividends. Repurchase shall be effected by written notice mailed to the shareholder's last known address by certified or registered mail notifying them of the intention of the Corporation to repurchase the stock, together with a request to the shareholder to surrender their said stock certificates to the Corporation. Within ten (10) days after receipt by the Corporation of the Preferred Stock Certificates, the Corporation shall mail or otherwise deliver to the stockholder an amount equal to Five Thousand Two Hundred Dollars (\$5,200.00) per share surrendered, plus all accumulated and unpaid dividends. Should the stockholder fail to surrender the shares of Preferred Stock as requested within thirty (30) days

after the date of mailing the request to surrender the said stock, the Corporation shall deposit the repurchase price, plus accumulated and unpaid dividends into a separate account, to be held in trust for the shareholder and thereafter the shareholder shall not be entitled to receive any more dividends or interest.

(5) No holder of Preferred Stock shall have any pre-emptive rights to purchase Common Stock, convertible securities or any other instrument evidencing rights to acquisition of further Common Stock.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, 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:

Hilton C. Smith, Jr.
Catherine Murray Smith
George Rouse

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 19th day of November, 1984, and I acknowledge the same to be my voluntary act and deed.

Amir D. Sollenberger
Witness

Roger Schlossberg (SEAL)
Roger Schlossberg

AMENDED ARTICLES OF INCORPORATION
OF
NOVA DESIGN ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND November 26, 1984 AT 10:18 O'CLOCK A. M. AS IN CONFORMITY
 Effective: 3/30/84, at 10:42 AM
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2682, FOLIO 002039, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>21.00</u>	\$ <u>20.00</u>	\$ _____
	<u>5.00</u>	

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 DEPARTMENT AT BALTIMORE.

G. B. Anderson



A 166834

Received for Record April 11, 1985 at 3:01 o'clock P.M. Liber 34

ARTICLES OF REVIVAL
THE FLEISHER COMPANYRECORDS
000029 5.00
04 6273 12.00
4-11 P3:01

The Fleisher Company, 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 The Fleisher Company.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to the these Articles of Revival shall be The Fleisher Company, 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 20 Public Square, 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 are E. Kenneth Grove, Jr., 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 could have been required to be filed by the Corporation if its Charter had not been forfeited; and

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

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its

~~42033138~~~~42318259~~~~42033138~~

42318055

corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 25 day of July, 1984.

ATTEST:

THE FLEISHER COMPANY

Jean Goldman (SEAL)
Jean Goldman
Last Acting Secretary

By: Etta F. Cohen
Etta F. Cohen
Last Acting President

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

Dated:

July 25, 1984

Etta F. Cohen
Etta F. Cohen
Last Acting President

Jean Goldman (SEAL)
Jean Goldman
Last Acting Secretary

000031

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, ETTA COHEN, President of The Fleischer Company
(insert name and title) (insert name of corporation)

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

Etta Cohen
ETTA COHEN
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on August 16, 1984 before me, the
(insert date)

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

Fredrick County personally appeared
(insert name or county for which notary is appointed)

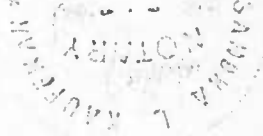
Etta Cohen and made oath under the penalties of
(insert name of person swearing)

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

As witness my hand and notarial seal

Sandra I. Kauffman
(Signature of notary public)

My Commission expires 7/7/86



ARTICLES OF REVIVAL
OF
THE FLEISHER COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND November 26, 1984 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2684, FOLIO 000028 OF THE 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

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

John W. Fisher



A 166872

Received for Record April 11, 1985 at 3:01 o'clock P.M.
Liber 34

257
RECORD 5.00
SUB 17.00
4-11 1985

ARTICLES OF INCORPORATION

OF

11 SOUTH ASSOCIATES, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, 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 11 SOUTH ASSOCIATES, INC.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

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

For the operation of restaurants, beauty parlors, and other retail 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 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.

FIFTH: The post office of the principal office of the Corporation in this State is 1045 Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Larry Hose, 1045 Virginia Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

43208113

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than 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 Zombro, Larry Hose, and Russell R. Marks.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 14th day of November, 1984.

WITNESS:

Susan E. Becker

Russell R. Marks (SEAL)
Russell R. Marks

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14th day of November, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell R. Marks, who did acknowledge that he executed the foregoing Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Susan E. Becker
Notary Public

My Commission Expires:
July 1, 1986



ARTICLES OF INCORPORATION
OF
11 SOUTH ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 15, 1984 AT 09:48 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2681, FOLIO 000914 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1825181
5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Hill



A 166996

Received for Record April 11, 1985 at 3:02 o'clock P.M.
Liber 34

RECORD 5.00
B SUB 22.00
04 6275 4-11 P3:02

ARTICLES OF INCORPORATION
OF
PIZZACO OF MARYLAND, 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 PIZZACO OF MARYLAND, INC.

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

To purchase, lease and otherwise acquire, hold, own, mortgage, develop, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, in this State.

To own, conduct, operate, maintain and carry on the business of restaurant, and to sell and dispense foods, beverages and liquids of all kinds and to do any and all things necessary and pertinent to said 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 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 of the principal office of the Corporation in this State is 1023 Maryland Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Jimmie W. Hinkle, 1023 Maryland Avenue, 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 hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) per share, all of single 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 names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Jimmie W. Hinkle, O. Gene Bicknell and Karon J. Wilson.

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 of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, 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 this 6th day of November, 1984.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

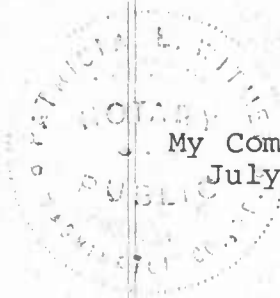
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6th day of November, 1984, 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, 1986



ARTICLES OF INCORPORATION
OF
PIZZACO OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 08, 1984 AT 11:20 A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2681, FOLIO 001719, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1826643

5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 167112

Received for Record April 11, 1985 at 3:02 o'clock P.M.
Liber 34

RECORD 5.00
E SUB 27.00
04 6276 4-11 P3:02

ARTICLES OF INCORPORATION

OF

PIZZA HUT OF WALKERSVILLE, 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 PIZZA HUT OF WALKERSVILLE, INC.

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

To purchase, lease and otherwise acquire, hold, own, mortgage, develop, pledge, encumber and dispose of all kinds of property, real, personal, tangible and intangible, and mixed, in this State.

To own, conduct, operate, maintain and carry on the business of restaurant, and to sell and dispense foods, beverages and liquids of all kinds and to do any and all things necessary and pertinent to said 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 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 of the principal office of the Corporation in this State is 1023 Maryland Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Jimmie W. Hinkle, 1023 Maryland Avenue, 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 hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) per share, all of single class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

43138239

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 Jimmie W. Hinkle, O. Gene Bicknell and Karon J. Wilson.

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 of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, 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 this 6th day of November, 1984.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

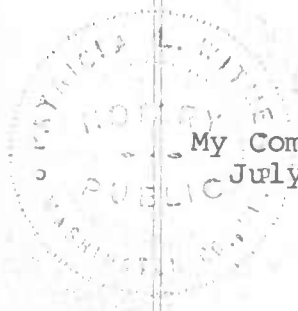
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 6th day of November, 1984, 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, 1986



ARTICLES OF INCORPORATION
OF
PIZZA HUT OF WALKERSVILLE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 08, 1984 AT 11:20 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2681, FOLIO 001723 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00

D1826650

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 167113

Received for Record April 11, 1985 at 3:03 o'clock P.M. Liber 34

DICK CHANEY, 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, Richard J. Chaney, whose post office address is 407 Spring Hill Drive, Hagerstown, Md. 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 Dick Chaney, Inc.

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

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

(1) To engage in every aspect of real estate as it's employees may be properly licensed to perform; and,

(2) To engage in any other lawful act 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 407 Spring Hill Drive, Hagerstown, Md. 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard J. Chaney, 407 Spring Hill Drive, Hagerstown, Md. 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 shares (1,000) of common stock, without par value.

SEVENTH: The Corporation elects to have a one member Board of Directors. Until the election to have the Board of Directors becomes effective, there shall be one (1) director, whose name is Richard J. Chaney.

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:

91:11 V 02 AON 1981

43266246

(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, 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) and (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.

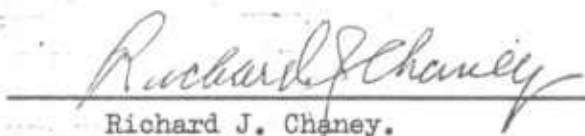
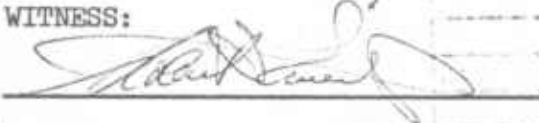
(5) Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the 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 20th day of November, A.D., 1984, and I acknowledge the same to be my act.

WITNESS:



Richard J. Chaney.

ARTICLES OF INCORPORATION
OF
DICK CHANEY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 20, 1984 AT 11:16 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2681, FOLIO 001741 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ 5.00

D1826692

5.00

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Rob. Quinn



A 167116

Received for Record April 11, 1985 at 3:03 o'clock P.M. Liber 34

ARTICLES OF INCORPORATIONLESTER R. CLARK, INC.1985 NOV 28 10:09
RECORD
SUB
6278
3.00
37.00
4-11 1985

FIRST: I, EDWARD N. BUTTON, whose post office address is 635 Oak Hill 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.

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

Lester R. Clark, Inc.

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

(1) To engage in the business of freight transportation by motor vehicle; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, salesmen and dispatchers; to purchase or lease motor vehicles of any design or description; and

(2) 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 this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 4, Broadfording Road, Box 39, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Lester R. Clark, Route 4, Broadfording Road, Box 39, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland. ✓

FIFTH: The total number of shares of capital stock which the corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value. ✓

48333200

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 name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Lester R. Clark.

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 27 day of November, 1984, and acknowledged the same to be my act.

WITNESS:

James S. Minto

Edward N. Button
EDWARD N. BUTTON

ARTICLES OF INCORPORATION
OF
LESTER R. CLARK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 28, 1984 AT 10:09 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2683, FOLIO 002502 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1829647 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Hill



A 167475

SHANA, Inc.

1984 OCT 32 A 10:46

The undersigned, Anna S. Rothman* and Sheldon D. Rothman, whose post office address is* Route 1, Box 41C, Fairplay, MD 21733*, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

* Reichard Road.

* Washington County

SECOND: The name of the Corporation is Shana, Inc.;

THIRD: The Corporation shall be a Type "S" Corporation under Maryland Code;

FOURTH: The purposes for which this Corporation is formed are as follows: To sell collectable and historic reproduction toys; black powder guns; metal soldiers; and toys of unique interest.

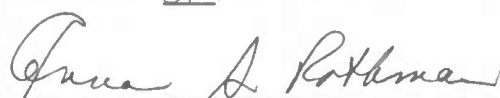
The Post Office Address is: SHANA, Inc., Route 1, Box 41C, Fairplay, Washington County, MD 21733; ✓

FIFTH: The total number of shares of stock which the corporation has authority to issue is 100 shares at the par value of \$none per share, all one class and having an aggregate par value of \$none;

SIXTH: The corporation elects to have no Board of Directors, Anna Rothman elects to serve as Director until the first meeting; and

SEVENTH: The duration of the Corporation shall be perpetual.

In witness whereof, we have signed these Articles of Incorporation on October 31, 1984.



Anna S. Rothman - Resident Agent

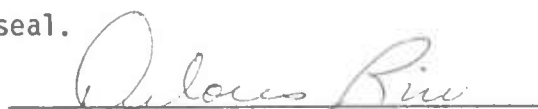


Sheldon D. Rothman

State of Maryland, Washington County, towit.

I hereby certify that on this 31 day of October, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Anna S. Rothman and Sheldon D. Rothman, who did acknowledge that they executed the foregoing Articles of Incorporation as their voluntary act.

Witness my hand and notarial seal.



My Commission Expires:

July 1, 1986

date

* Resident Agent

Anna S. Rothman

RT 1, Box 41C Fairplay, Md. 21733

43510053

ARTICLES OF INCORPORATION
OF
SHANA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 26, 1984 AT 10:16 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2183, FOLIO 002684 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u>	\$ <u>5.00</u>
	<u>D1829936</u>	

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

R. B. Quinn



A 167501

276

HUB CITY EXPRESS, INC.

002989

ARTICLES OF INCORPORATION

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is Pennsylvania Avenue, Post Office Box 1417, 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.

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

HUB CITY EXPRESS, INC.

THIRD: The purpose or purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

FOURTH: The address of the principal offices of the Corporation in this State is Rt. 3, Box 307, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is a Maryland Corporation.

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 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 Mary Jane Koontz, Debra Nicodemus and Ronald Eugene Koontz.

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 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.

43348126

(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 contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or 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 provided that: the fact of the common directorship or interest is disclosed or known to; 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 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 vote of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract or transaction bears the burden of proving the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity.

(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, 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 upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(5) 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 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 thereon 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.

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 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 reasonable 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. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(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 any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer or any employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable 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 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, (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 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 proceedings, as authorized in the particular case, upon receipt of an undertaking

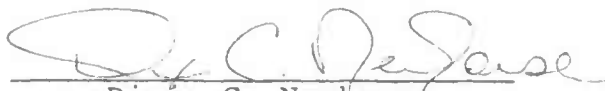
by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article NINTH.

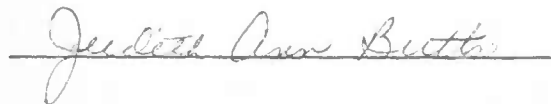
(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(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.

27 IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of November, 1984 and I acknowledge the same to be my act.

WITNESS:


Dixie C. Newhouse


Judith Ann Butts

ARTICLES OF INCORPORATION
OF
HUB CITY EXPRESS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 29, 1984 AT 09:45 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2683, FOLIO 002988 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00

D1830439 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Keith



A 167546

RECORD	5.00
B SUB	52.00
04 6281	4-11 P3:04

ARTICLES OF INCORPORATION

OF

TRUST AIRE, INC.

FIRST: I, Robert M. Loftin, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is TRUST AIRE, INC. (the "Corporation").

THIRD: The purposes for which the Corporation is formed are to (1) purchase, lease, own, sell, operate, maintain and otherwise deal in and with helicopters and fixed wing aircraft of every class and description, (2) purchase, lease, own, sell, operate, maintain and otherwise deal in and with medical equipment and supplies of every class and description, and (3) engage in any other lawful business. The Corporation also shall have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is 1427 Kensington Drive, Apartment 301, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Donald R. Mering, Esquire, Miles & Stockbridge, 10 Light Street, Baltimore, Maryland 21202.

42358338

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

SIXTH: The number of Directors of the Corporation shall be three, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Jean F. Shaulis, Terry L. Randall and Louis W. Hargrave.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act this 28th day of November, 1984.

Robert M. Loftin
Robert M. Loftin

ARTICLES OF INCORPORATION
OF
TRUST AIRE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 30, 1984 AT 10:37 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2683, FOLIO 003.359 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u>	\$ _____
	<u>D1831023</u> <u>5.00</u>	

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Hill



A 167593

Received for Record April 11, 1985 at 3:05 o'clock P.M.

Liber 34

285

001851

RECORD
8 SUB
04 6282 27-88 5.00

ARTICLES OF INCORPORATION

OF

ELLSWORTH ELECTRIC, INC.

1984 NOV 30 A 11:14

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 ELLSWORTH ELECTRIC, INC.

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

To purchase and sell, install and manufacture electrical equipment and devices and all other components related to the manufacture, installation, purchase and selling of those devices.

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 of the principal office of the Corporation in this State is 88 West Lee Street, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are John F. Barr, Route #1, Box 168, Clear Spring, Maryland, 21722. 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 five hundred (1,500) shares of the par value of One Hundred Dollars (\$100.00)

42358328

per share, all of single class, and having an aggregate par value of One Hundred Thousand Dollars (\$150,000.00).

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased to a maximum of five (5) 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 Jack E. Barr, Evelyn C. Barr, and John F. Barr.

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 of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, 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 this 29th day of December, 1984.

WITNESS:

Patricia L. Witmer

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

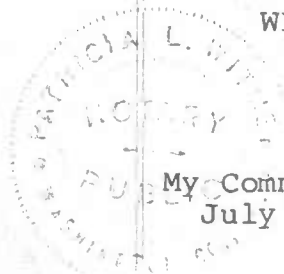
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 29th day of December, 1984, 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, 1986



ARTICLES OF INCORPORATION
OF
ELLSWORTH ELECTRIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND NOVEMBER 30, 1984 AT 11:14 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2684, FOLIO 001850 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 30 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1833276 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Hill



A 167673

ARTICLES OF INCORPORATION
OF
FRANCISCO L. ANDRADE, M.D., P.A.

7901 DEED
B 808 5.00
04 1283 62.00
4-11 P3:05

THIS IS TO CERTIFY:

FIRST: That I, Lynn F. Meyers the subscriber, whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, 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: Francisco L. Andrade, 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.

43398160

(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 363 South Cleveland Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation is Francisco L. Andrade whose post office address as resident agent is Box 101A, Day Road, 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 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: Francisco L. Andrade and Librada L. Andrade.

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.

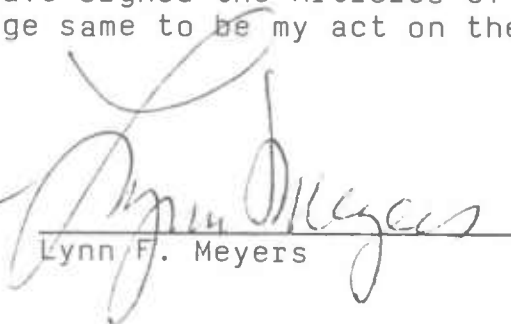
(j) No contract or other transaction between this Corporation and any other firm, association or corporation shall in any way be affected or invalidated by the fact that any one or more of the directors of this Corporation are pecuniarily or otherwise interested in or is a member, director or officer 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 30th day of November, A.D., 1984.

WITNESS:





Lynn F. Meyers

ARTICLES OF INCORPORATION
OF
FRANCISCO L. ANDRADE, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 04, 1984 AT 10:37 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2684, FOLIO 002354 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$ 5.00

D1834183

5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 167754

Received for Record April 11, 1985 at 3:06 o'clock P.M.
Liber 34

1984 DEC -6 A 11:40

RECORD
SUB
67-1
000777

ARTICLES OF INCORPORATION
COOPER'S TRACTOR SERVICE, INC.

FIRST: I, EDWARD N. BUTTON, whose post office address is 635 Oak Hill 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.

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

Cooper's Tractor Service, Inc.

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

(1) To engage in the business of freight transportation by motor vehicle; to establish lines of transportation by motor vehicle from point to point or place to place; to maintain offices, warehouses, agents, salesmen and dispatchers; and

(2) 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 this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

(4) To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, 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 461, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, 635 Oak Hill Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

FIFTH: The total number of shares of capital stock which the corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

43418352

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 name of the Director who shall act until the first annual meeting or until his successor is duly choosen and qualified is: Susanne E. Cooper.

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 29 day of November, 1984, and acknowledged the same to be my act.

WITNESS:

Theresa S. Moots

Edward N. Button

EDWARD N. BUTTON

ARTICLES OF INCORPORATION
OF
COOPER'S TRACTOR SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 06, 1984 AT 11:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2684, FOLIO 002776, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$ 5.00

D1835297 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 167822

Received for Record April 11, 1985 at 3:07 o'clock P.M.

Liber 34

001160
RECORD 5.00
8 SUE 84-50
04 6286 4-11 P3:07ARTICLES OF INCORPORATION
OF
DUTCHER MOTORS, INC.

FIRST: The undersigned, Ariel Vannier Hager, whose post office address is 1800 Mercantile Bank and Trust Building, 2 Hopkins Plaza, Baltimore, Maryland 21201, being over eighteen years of age and acting as incorporator, hereby forms a Corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is: Dutcher Motors, Inc.

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

(a) to produce, manufacture and sell vans, motorized vehicles; and

(b) to carry on any and all business, transactions and activities permitted by the Maryland General Corporation Law which may be deemed desirable by the Board of Directors of the Corporation, whether or not identical with or related to the business described in the foregoing paragraph of this Article, as well as all activities and things necessary and incidental thereto, to the full extent empowered by such laws.

FOURTH: The post office address of the principal office of the Corporation in this State is 825 Commonwealth Avenue, Hagerstown, Maryland 21740. The resident agent of the Corporation in this State is Richard D. Burtz, whose post office address is 815 The Terrace, 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 of all classes which the Corporation has authority to issue is One Hundred Thousand (\$100,000) shares of the par value of One Dollar (\$1.00) each, all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000).

SIXTH: The Corporation shall have six (6) Directors (which number may be increased or decreased, but to not less than three (3) or the number of stockholders, whichever is less and to not more than twenty-five (25), pursuant to the By-Laws of the Corporation), and Cornelius G. Dutcher, Richard D.

43423340

Burtz, James R. Thompson, Richard J. Gillis, Ted J. Smith and William C. Wantz, shall act as such until the first annual meeting and thereafter until their successors are duly chosen and qualified.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, and securities convertible into shares of its stock, of any class or classes, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable.

(b) No contract or other transaction between this Corporation and any other corporation, partnership, individual or other entity and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are directors, principals, partners or officers of such other entity, or are pecuniarily or otherwise interested in such contract, transaction or act; provided that (i) the existence of such relationship or such interest shall be disclosed to the Board of Directors or to a committee of the Board of Directors if the matter involves a committee decision, and the contract, transaction or act shall be authorized, approved or ratified by a majority of disinterested directors on the Board or on such committee, as the case may be, even if the number of disinterested directors constitutes less than a quorum or (ii) the contract, transaction or act shall be authorized, ratified or approved in any other manner permitted by the Maryland General Corporation Law.

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

(d) The Board of Directors shall have the power to classify or reclassify any unissued stock, whether now or hereafter authorized, by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of such stock.

(e) Unless otherwise provided by the Board of Directors, no holder of stock of any class shall be entitled to preemptive rights to subscribe for or purchase or receive any

part of any new or additional issue of stock of any class of the Corporation or securities convertible into stock of any class of the Corporation.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 7th day of December, 1984, and have acknowledged such Articles to be my act.

WITNESS:

Linda C. Green

Ariel Vannier Hager
Ariel Vannier Hager

1657Q

ARTICLES OF INCORPORATION
OF
DUTCHER MOTORS, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 34 FOLIO 298
LAND INCORPORATION
VAUGHN J. BAKER, CLERK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 07, 1984 AT 02:37 P. O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2685, FOLIO 1153, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$

D1836675

5.00

TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Hill



A 168010

ARTICLES OF INCORPORATION

CHIC-PIC, INCORPORATED

RECORD 5.00
B SUB 89.50
04 6287 4-11 P3:07

FIRST: I, Larry Naples, whose post office address is 921 Washington 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 Chic-Pic, Incorporated.

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

(1) To engage in the sale of food and beverages at retail and wholesale; 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 921 Washington Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Allen G. Kennedy, 736 Maryland 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 1,000 shares of common stock, with a par value of \$100.00 per share and an aggregate capitalization of \$100,000. ✓

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) except that

(1) If there is not stock outstanding, the number of Directors may be less than four (4), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than four (4) Stockholders, the number of Directors may be less than four (4) 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: Dr. Francis H. Barnhart, Larry Naples, Richard K. Fisher and Allen G. Kennedy.

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

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(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 ninth day of December, 1984, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Harn

Larry Naples
Larry Naples

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

I HEREBY CERTIFY, That on this ninth day of December, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Larry Naples and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Eunice C. Harn
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
CHIC-PIC, INCORPORATED

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

34 302
LIBER FOLIO
LAND INCORPORATION
VAUGHN J. BAKER, CLERK

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 07, 1984 AT 09:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2685, FOLIO 001154, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1836683
5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Baker



A 168011

BOOK 26 PAGE 291

THE HL COMPANY

ARTICLES OF VOLUNTARY DISSOLUTION

001208

RECORD 5.50
B SUB 95.00
04 6288 4-11 P3:08

JAN 25 85 A 258260 *****5

The HL Company, 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 700 Frederick Street, 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: Edwin H. Miller, 82 West Washington Street, P.O. Box 1269, Hagerstown, Maryland, 21741-1269. 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:

Barbara Sue Freed, 1151 Oak Hill Ave., Hagerstown, MD, 21740
Jane Lakin Hershey, Rose Hill Manor, Williamsport, MD, 21795
William H. Freed, 1151 Oak Hill Ave., Hagerstown, MD, 21740
Edward L. Carr, 2419 Longridge Drive, Hagerstown, MD, 21740
Lawrence R. Martin, 901 Kenwood Drive, Hagerstown, MD, 21740
Howard W. Carr, 145 High Street, Hagerstown, MD, 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>
Edward L. Carr	President	2419 Longridge Drive Hagerstown, MD, 21740
Lawrence R. Martin	Vice-President	901 Kenwood Drive Hagerstown, MD, 21740
Howard W. Carr	Secretary	145 High Street Hagerstown, MD, 21740
Howard W. Carr	Treasurer	145 High Street Hagerstown, MD, 21740

OCT 15 1984

42898300

42898299

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

hereby gives notice that ARTICLES OF DISSOLUTION

of the THE HL COMPANYwere received for record on October 15, 1984

in accordance with the provisions of Sec. 3-407 of the

Corporations and Associations Article of the Code.

Jane L. Bunner
Director

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, The H.L. Company 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 1st day of May, 1984.

ATTEST TO SIGNATURE
AND CORPORATE SEAL:

THE H.L. COMPANY

Howard W. Carr
Secretary

BY:

Edward L. Carr
President

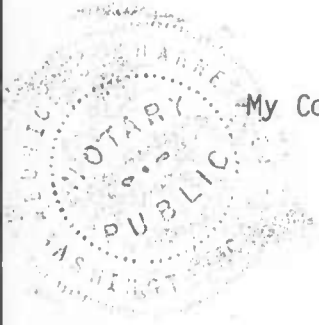
STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 1st day of May, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward L. Carr, President of The H.L. Company, 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 Howard W. Carr, 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. Harnes
Notary Public

My Commission Expires:
July 1, 1986





BOOK 26 PAGE 294

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

001211
002101
309

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

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


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

THE H.L. COMPANY

have been paid.

WITNESS my hand and official seal this

28th day of JUNE A.D. 1984.


Patricia A. Michael
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

September 14, 1984

Miller, Oliver & Beachley
Attorneys at Law
Maryland National Bank Building
P. O. Box 1269
Hagerstown, Maryland 21740

TO WHOM IT MAY CONCERN:

I, Florence M. Murdock, 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 H. L. COMPANY up to and including the fiscal year 1984-85.

Florence M. Murdock
City Treasurer

FMM/c

001213
001213

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer
~~LEONARD HOLMES~~, Deputy Treasurer
HELEN B. LEWIS, Deputy Treasurer

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

September 17, 1984

RE: Dissolution
H. L. COMPANY

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

H. L. COMPANY

have been paid to and including the fiscal year July 1, 1982, to June 30, 1983. We have not received a certification from the State for the above corporation since the 1982-83 fiscal year.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 17th day of September, 1984.

Harry C. Snook
Treasurer for Washington
County, Maryland

slb

312

LIBER 34 FOLIO 306
LAND REFORMATION
VAUGHN J. BAKER, CLERK

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

BOOK

26 PAGE 297 OF

THE HL COMPANY

ARTICLES OF DISSOLUTION

RECEIVED
CIRCUIT COURT
CARROLL CO., MD.
JAN 25 3 31 PM '85
LAW CLERK
Jm

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND October 15, 1984 AT 11:13 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER ²⁷⁰⁰ ~~1122~~, FOLIO ~~003124~~ ⁰⁰¹²⁰⁷, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 22.00	\$ 30.00
	<u>5.50</u>	

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY DRB

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 164911

0038082

B SUB
04 6700

4-16 A9:05

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT
Washington County
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

TRI-STATE CABLE, T.V., INC. (MD CORP.) TRANSFEROR

2) The name of the successor and the location of its principal

office in this State or if it has none, its principal place of business is

CABLE FRANCHISES, INC. (DE CORP.) TRANSFEREES

CMA CABLEVISION ASSOCIATES, XI (A PA LIMITED PARTNERSHIP) "

3) The Articles were accepted for record on 12/31/84, at 11:40 AM.

As Witness my hand and the Official
seal of the said Department at Baltimore
this 10th day of JANUARY,
1985.



Paul B. Anderson
Charter Specialist

Received for Record April 16, 1985 at 9:06 o'clock A.M. Liber 34

RECORD
B SUB 2.00
04 6703 4-16 A9:06CERTIFICATE OF ARTICLES OF SALE AND TRANSFERCLERK OF THE CIRCUIT COURT
Washington County
Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

COLONIAL PROPERTIES, INC. (MD CORP.) _____ TRANSFEROR


2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

LISA M. ENTERPRISES, INC. (MD CORP.) _____ TRANSFEREES

PAUL E. CORDELL and BETTY B. CORDELL, wife (INDIVIDUALS) _____

3) The Articles were accepted for record on 1/9/85, at 1:59 PM

As Witness my hand and the Official seal of the said Department at Baltimore this 23rd day of JANUARY, 1985.

Paul B. Anderson
Charter Specialist

Received for Record April 16, 1985 at 9:06 o'clock A.M. Liber 34

601702

RECORD	1.25
B SUB	3.25
04 6704	4-16 A9:06

WARRENFELTZ COMPANY, INC.

NOTICE OF CHANGE OF NAME AND ADDRESS
OF RESIDENT AGENT

RESOLVED: That the name and address of the resident agent of the Corporation in the State of Maryland, be and hereby are changes from Rober L. Schroyer, Box 245, Route #2, Boonsboro, Maryland 21713, to Jacob E. Easterday, Box 246, Route #2, Boonsboro, Maryland, 21713.

RESOLVED: That the proper officers of the Corporation be, and they are hereby, authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this Resolution with the State Department of Assessments and Taxation of Maryland and to do any perform any and all other necessary and proper acts incident thereto.

* * * * *

We do solemnly declare and affirm under the penalties of perjury that the foregoing is a true copy of the Resolution changing the name and address of the Resident Agent of the Corporation.



Jacob E. Easterday
Jacob E. Easterday, President

Jeannette A. Easterday
Jeannette Easterday, Secretary

50218498

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

WARRENFELTZ COMPANY, INC.

received for record January 21, 1985

, at 8:30 A.M.

and recorded on Film No. 2691

Frame No. 003701 of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit court of Washington County 71

AA N^o 21209

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Return to: Mackley, Gilbert & Marks
35 East Washington Street
Hagerstown, Maryland 21740

rc

001378

Received for Record April 16, 1985 at 9:07 o'clock A.M.
Liber 34

MID-ATLANTIC BANKCORP
ARTICLES OF INCORPORATION

RECORD 7.00
B SUB 10.25
04 6705 4-16 A9:07

FIRST: THE UNDERSIGNED, James J. Winn, Jr., whose address is 1100 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201, being at least eighteen years of age, acting as incorporator, 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:

MID-ATLANTIC BANKCORP

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

(1) 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 and all securities, as such term is hereinafter defined, issued or created by any corporation, firm, organization, association or other entity, public or private, whether formed under the laws of the United States of America or of any state, commonwealth, territory, dependency or possession thereof, or of any foreign country or of any political subdivision, territory, or issued or created by the United States of America or any state or commonwealth thereof or any foreign country, or by any agency, subdivision, territory, dependency, possession or municipality of any of the foregoing, 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.

The term "securities" as used in this Article shall mean any and all notes,

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stocks, treasury stocks, bonds debentures, evidences of indebtedness, certificates of interest or participation in any profit-sharing agreement, collateral-trust certificates, preorganization certificates or subscriptions, transferable shares, investment contracts, voting trust certificates, certificates of deposit for a security, fractional undivided interests in oil, gas, or other mineral rights, or, in general, any interests or instruments commonly known as "securities", or any and all certificates of interest or participation in, temporary or interim certificates for, receipts for, guaranties of, or warrants or rights to subscribe to or purchase, any of the foregoing.

(2) To engage in any one or more businesses or transactions, or to acquire all or any portion of any entity engaged in any one or more businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to the business described elsewhere in this Article or to any other business at the time or theretofore engaged in by the Corporation.

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 of this or any other Article of the charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in this State is 83 West Washington Street, Hagerstown, Maryland 21740. ✓

FIFTH: The name and address of the resident agent of the Corporation in this State are William E. King, Jr., 83 West Washington Street, P.O. Box 189, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland who resides there. ✓

SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is 10,000,000 shares of Common Stock (par value \$5.00 per share), amounting in aggregate par value to \$50,000,000.

SEVENTH: The number of directors of the Corporation shall be 12, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force.

Subject to the rights of the holders of any class of Preferred Stock then outstanding, newly created directorships resulting from any increase in the authorized number of directors or any vacancies on the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause shall be filled by a majority vote of the stockholders or the directors then in office. A director so chosen by the stockholders shall hold office for the balance of the term then remaining. A director so chosen by the remaining directors shall hold office until the next annual meeting of stockholders, at which time the stockholders shall elect a director to hold office for the balance of the term then remaining. No decrease in the number of directors constituting the Board of Directors shall affect the tenure of office of any director.

Subject to the rights of the holders of any class separately entitled to elect one or more directors, any director, or the entire Board of Directors, may be removed from office at any time, but only for cause and then only by the affirmative vote of the holders of at least 80% of the combined voting power of all classes of shares of capital stock entitled to vote in the election for directors.

The following persons shall serve as directors until the 1986 annual meeting of stockholders:

Kenneth L. Adams
Donald M. Bowman, Jr.
Richard A. Henson
John C. Herbst

The following persons shall serve as directors until the 1987 annual meeting of stockholders:

R. Paul Hoffman
William E. King, Jr.
Thurman C. Lindsey
Lynn F. Meyers

The following persons shall serve as directors until the 1988 annual meeting of stockholders:

Robert C. Mullendore
Arthur S. Rozes
Earl J. Smith
James M. Snyder

At each annual meeting of stockholders beginning in 1986, successors to the class of directors whose term expires at that annual meeting shall be elected for a three year term.

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 is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(3) The Board of Directors shall have 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 therefor, 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 any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(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: the common directorship or interest; the presence of the director at the meeting of the Board of Directors which authorizes, approves or ratifies the contract or transaction; or the courting of the vote of the director for the authorization, approval or ratification of the contract or transaction. This Section applies if:

(a) the fact of the common directorship or interest is disclosed or known to: the Board of Directors and the Board authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or the 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

(b) the contract or transaction is fair and reasonable to the Corporation.

Common or interested directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in determining the presence of a quorum at a meeting of the Board of Directors or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved or ratified. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in clause (a) of the second sentence of this Section, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the Corporation at the time it was authorized, approved, or ratified. The procedures in this Section do not apply to the fixing by the Board of Directors of reasonable compensation for a director, whether as a director or in any other capacity.

(5) The Corporation shall indemnify (a) its directors to the full extent provided by the general laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall

indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law.

(6) The Board of Directors shall, in connection with the exercise of its business judgment involving any actual or proposed transaction which would or may involve a change in control of the Corporation (whether by purchases of shares of stock or any other securities of the Corporation in the open market, or otherwise, tender offer, merger, consolidation, dissolution, liquidation, sale of all or substantially all of the assets of the Corporation, proxy solicitation (other than on behalf of the Board of Directors) or otherwise), in determining what is in the best interests of the Corporation and its stockholders and in making any recommendation to its stockholders, give due consideration to all relevant factors, including, but not limited to (a) the economic effect, both immediate and long-term, upon the Corporation's stockholders, including stockholders, if any, not to participate in the transaction; (b) the social and economic effect on the employees, depositors and customers of, and others dealing with, the Corporation and its subsidiaries and on the communities in which the Corporation and its subsidiaries operate or are located; (c) whether the proposal is acceptable based on the historical and current operating results or financial condition of the Corporation; (d) whether a more favorable price could be obtained for the Corporation's stock or other securities in the future; (e) the reputation and business practices of the offeror and its management and affiliates as they would affect the employees; (f) the future value of the stock or any other securities of the Corporation; and (g) any antitrust or other legal and regulatory issues that are raised by the proposal. If the Board of Directors determines that any actual or proposed transaction which would or may involve a

change in control of the Corporation should be rejected, it may take any lawful action to accomplish its purpose, including, but not limited to, any or all of the following: advising stockholders not to accept the proposal; instituting litigation against the party making the proposal; filing complaints with governmental and regulatory authorities; acquiring the stock or any of the securities of the Corporation; selling or otherwise issuing authorized but unissued stock, other securities or treasury stock or granting options with respect thereto; acquiring a company to create an antitrust or other regulatory problem for the party making the proposal; and obtaining a more favorable offer from another individual or entity.

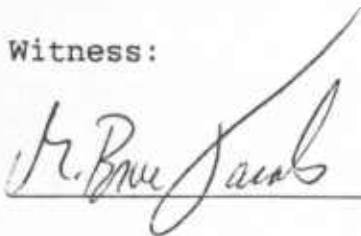
(7) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise; but no such amendment which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall have been authorized by not less than a majority of the aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting; provided, however, that any amendment to, repeal of, or adoption of any provision inconsistent with Article SEVENTH shall have been authorized by not less than 80% of the aggregate votes entitled to be cast thereon, by vote at a meeting or in writing with or without a meeting.

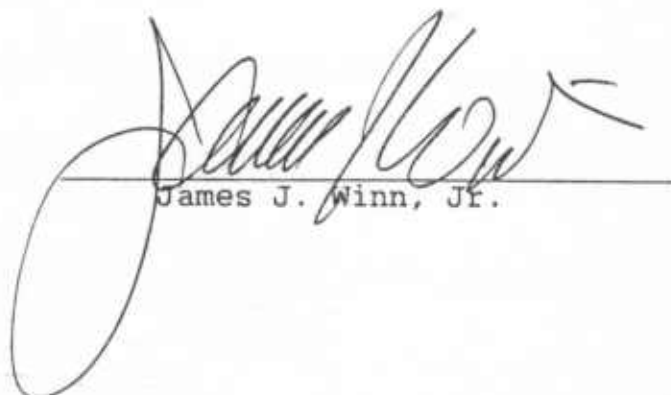
The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the charter of the Corporation, or construed as or deemed by 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on December 17, 1984.

Witness:




_____ James J. Winn, Jr.

ARTICLES OF INCORPORATION
OF
MID-ATLANTIC BANKCORP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 17, 1984 11:01 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2687, FOLIO 001375, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 1,290

RECORDING FEE PAID:
\$ 28

SPECIAL FEE PAID:
\$ 7.00

D1840602

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. H. S.



A 168550

Received for Record April 16, 1985 at 9:07 o'clock A.M. Liber '34

001477

TERHANE COMMUNITY ASSOCIATION, INC.

RECORD 5.00
B SUB 15.25
04 6706 4-16 A9:07

ARTICLES OF INCORPORATION P 3:04

FIRST: I, EDWARD N. BUTTON, whose post office address is 635 Oak Hill 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.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Terhane Community Association, Inc.

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

(a) The Corporation is organized exclusively for 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 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

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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 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 Corporations shall not participate in, or intervene in (including the publishing or distribution of statements) of 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 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:

The object of this association is (a) to promote communal welfare (b) to participate in civic affairs for charitable purposes (c) to operate on a non-political and non-sectarian basis (d) to secure title for a recreational area and park and to maintain and improve same for the public benefit.

FOURTH: The post office address of the principal office of the Corporation in this State is 404 Wren Drive, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, 635 Oak Hill Avenue, Hagerstown, MD 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.

SIXTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Gary West, Tim Mulkey, George Stone, Hazel Lachenmayr, and Ed O'Connell.

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 arrangements 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" means 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, any state or territory, the District of Columbia, or any possession of the United States, including, but no 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 Articles of the Annotated Code of Maryland (the "Indemnifications 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 12th day of DECEMBER, 1984, and I acknowledge same to be my act.

WITNESS

James J. Moore

Carl R. Butler

ARTICLES OF INCORPORATION
OF
TERHANE COMMUNITY ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 14, 1984 03:04 P.

OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2687, FOLIO 001476, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ _____

D1840776 5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 168567

RECORD 5:00
P SUB 20.25
8- 8787 4-15 87:08

1984 DEC 17 P 1:05

DE WILLI KENNELS, INC.

ARTICLES OF INCORPORATION

A Maryland Close Corporation Organized Pursuant to Title 4
of the Corporations & Associations Articles
of the Annotated Code of Maryland

FIRST: We, Betty Hollowell and Anna Dean Williams, whose
post office address is Route 3, Box 309A, Boonsboro, Maryland
21713, 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 DE WILLI KENNELS, INC.

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

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

(1) To acquire by purchase or in any other manner and to
take, receive, hold, use and employ, sell, mortgage or otherwise
encumber, lease, dispose of and otherwise transact a business in
the sale, raising, breeding, grooming, purchase, showing of all
kinds of dogs, or interest therein, wheresoever situated.

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(2) To lend money and to negotiate loans, and to purchase, sell, exchange and invest in stocks, scrip, bonds, debentures, shares, commercial papers, certificates of indebtedness, bills of exchange, trade acceptances, accounts receivable, mortgages and any other debts or evidence of debts payable by any debtor to a creditor.

(3) To acquire by purchase, lease or otherwise, the property, rights, business goodwill, franchises, or assets of any kind and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation now or hereafter engaged in any business which the Corporation may lawfully conduct and to pay for the same in cash, stock, or bonds of this Corporation or otherwise.

(4) To purchase or otherwise acquire any and all letters of patent and similar rights granted by the United States or any other country or government, licenses and the like or any other interest therein, or any inventions, processes and formulae which may seem capable of being used for or in connection with any of the objects or purposes of the Corporation, and to use, develop, sell and grant licenses in respect to or other interests in the same; to purchase, acquire, apply for,

register, secure, hold, own or sell, or otherwise dispose of, any and all copyrights, trademarks, tradenames and distinctive marks.

(5) To endorse, guarantee, indemnify and make secure and punctual performance of any obligations, covenants or chooses in action, of any other person, firm, corporation, state, city, county, or municipality.

(6) To invest the capital of this Corporation for profit.

(7) To use or deal in money or wealth in any fashion.

(8) To purchase or otherwise acquire, to hold and to sell or otherwise dispose of, and to reissue the shares of its own capital stock of any class and to deal in its own securities.

In general, to do any and all the things hereinabove set forth and such other things as are incidental or conducive to the attainment of the objects of purposes of the Corporation, as principal, factor, agent, contractor, or otherwise, either alone or in carrying on its business, and for the purpose of furthering or attaining any of its objects, to make and perform contracts of any kind and description, and to do such acts and things and to exercise any and all such powers to the same extent a natural person might or could lawfully do, provided the same are not inconsistent with the By-Laws under which this Corporation is organized.

The above powers of the Corporation are in furtherance and not in limitation of the general powers conferred by law on the Corporation and shall be deemed to have the power to do any thing 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 Route 3, Box 309A, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Anna Dean Williams, Route 3, Box 309A, Boonsboro, Maryland 21713. 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 two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the directors, who shall act until the first annual meeting or until there successor is duly

002492

chosen and qualified are: Betty Hollowell and Anna Dean Williams.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 10 day of December, 1984, and We acknowledge the same to be our act.

Betty Hollowell
Betty Hollowell

Anna Dean Williams
Anna Dean Williams

ARTICLES OF INCORPORATION
OF
DE WILLI KENNELS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 17, 1984 01:00 P.

OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2687, FOLIO 002487, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1841287 5.00

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 168596

Received for Record April 16, 1985 at 9:08 o'clock A.M.
Liber 34

002569

ARTICLES OF INCORPORATIONOFJOLLIFFE MASONRY & CONSTRUCTION, INC.

1984 NOV 29 A 10:48

RECORD 5.00
B. SUB 25.25
04 6708 4-16 49:08

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Edward L. Jolliffe, whose post office address is 228 East Avenue, Hagerstown, Maryland 21740; Debra L. Jolliffe, whose post office address is 228 East Avenue, Hagerstown, Maryland 21740; and William H. Jolliffe, whose post office address is 228 East Avenue, 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 Jolliffe Masonry & Construction, Inc.

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

The purpose is for the masonry and carpentry for new residential commercial structures.

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

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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 228 East Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edward L. Jolliffe, 228 East Avenue, 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 no 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; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Edward L. Jolliffe, Debra L. Jolliffe, and William H. Jolliffe.

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 19th day of November, 1984.

WITNESS:

Donna M. Myers

Edward L. Jolliffe
Edward L. Jolliffe

Donna M. Myers

Debra L. Jolliffe
Debra L. Jolliffe

Linda D. Davis
Notary Public

William H. Jolliffe
William H. Jolliffe

002571

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

I HEREBY CERTIFY, that on this 19th day of November, 1984, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward L. Jolliffe, and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Jennifer J. Elgin
Notary Public

My Commission Expires:
July 1, 1986

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

I HEREBY CERTIFY, that on this 19th day of November, 1984, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Debra L. Jolliffe, and acknowledged the execution of the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Jennifer J. Elgin
Notary Public

My Commission Expires:
July 1, 1986

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

I HEREBY CERTIFY, that on this 19th day of November, 1984, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William H. Jolliffe, and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Linda D. Davis
Notary Public

July 1, 1986
My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
JOLLIFFE MASONRY & CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 14, 1984 10:58 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2687, FOLIO 002568, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 40

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ _____

D1841410 5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 168609

Received for Record April 16, 1985 at 9:08 o'clock A.M. Liber 34

1984 DEC -5 A 9:56
RECORD 8.00
B SUB 33.25
04 6709 4-16 A9:02

ARTICLES OF INCORPORATION
OF
PROCESS AUTOMATION, 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: Process Automation, 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 factory and warehouse automation equipment/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 on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property,

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-2-

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.

(c) To engage in business activities that include at least the following:

- Importation of technology/products from Europe;
- Export of technology/products from the United States to Europe;
- Procure service and provide support of imported products;
- Procure, maintain and operate manufacturing licenses for exported as well as imported products;
- Conduct market research into application opportunities in for new product development with a principle interest in the Material Handling Industry;
- Serve as a holding company for a variety of business affairs affiliated with the principle operations of the company.

FOURTH: The post office address of the principal office of the corporation in this State is 100 West 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 Ten Thousand (10,000), divided into Six Thousand (6,000) shares of Class A, Common Stock, without par value, Two Thousand (2,000) shares of Class B Common Stock (both Classes constituting the "Common Stock"), and Two Thousand (2,000) 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

-4-

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 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

-5-

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 3.

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 to 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

-6-

paid without interest to the holders of the Preferred Stock, when and as authorized by the Board of Directors of the 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 Stock held by such individual stock holder at a price equal to the actual consideration paid per share of said stock;

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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 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 five (5), 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 Director, 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., Michael L. Dickerson, P.O. Box 81, Hagerstown, MD., William S. Barton, 2610 Paradise Church Road, Hagerstown, MD., Rebecca E. Pryor, 12610 Loy Wolfe Road, Myersville, MD.

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;

-8-

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 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 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 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,

-9-

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 of 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 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

-10-

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 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

-11-

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 day of , 1984, and I acknowledge the same to be my act.



J. MICHAEL NYE

ARTICLES OF INCORPORATION
OF
PROCESS AUTOMATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 18, 1984 10:08 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2687, FOL 001801, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: 40
\$ _____

RECORDING FEE PAID: 32
\$ _____

SPECIAL FEE PAID:
\$ _____

D1841725

8.00

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 168635

CAROL & COMPANY, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

RECORD 5.00
B SUB 38.25
04 6710 4-16 9:09

FIRST: I, Carol N. Moller, whose post office address is 1770 Fountain Head Road, 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 CAROL & COMPANY, 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 purpose for which the Corporation is formed are:

(1) To engage in and operate one or more establishments for the retail sale of china, glassware, gifts and merchandise.

(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 25 West Washington Street, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Carol N. Moller, 1770 Fountain Head Road, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

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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 Dollar (\$1.00), 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).

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 Carol N. Moller and Robert W. Startzman.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of December, 1984, and I acknowledge the same to be my act.

WITNESS:


Carol N. Moller

ARTICLES OF INCORPORATION
OF
CAROL & COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 18, 1984 09:59 A.

OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2687, FOL 001933, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: 20
\$

RECORDING FEE PAID: 20
\$

SPECIAL FEE PAID:
\$

D1841949
5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Hill



A 168657

001966

ARTICLES OF INCORPORATIONOFA-1 TRUCK PAINTING, INC.RECORD 5.00
B SUB 43.25
04 6711 4-16 09:09

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Marlin Eugene Myers, Jr., whose post office address is 920 South Potomac Street, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is A-1 Truck Painting, Inc.

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

Vehicular body repair and painting.

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.

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.

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

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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 920 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Marlin Eugene Myers, Jr., 920 South Potomac 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 ten thousand (10,000) shares of no 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 two; and the name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualify is Marlin Eugene Myers, 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, I have signed these Articles of Incorporation this 14th day of December, 1984.

WITNESS:

Danna M. Myers

Marlin E. Myers, Jr. (SEAL)
Marlin Eugene Myers, Jr.

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

I HEREBY CERTIFY, that on this 14th day of December, 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Marlin Eugene Myers, Jr., and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act.

WITNESS my hand and Official Notarial Seal.

Linda M. Rohrer
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
A-1 TRUCK PAINTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 18, 1984 09:14 A.

OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2687, FOLIO 001965, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: 40
\$

RECORDING FEE PAID: 20
\$

SPECIAL FEE PAID:
\$

D1842004

5.00

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Hill



A 168663

ARTICLES OF INCORPORATION
OF
KIDWELL & VOLLMER,
FINANCIAL MANAGEMENT ASSOCIATES, INC.

1984 DEC - 6 A 11:36

THIS IS TO CERTIFY:

FIRST: That I, Gary W. Kidwell, 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: Kidwell & Vollmer, Financial Management Associates, Inc.

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

(a) To engage in the business of providing general and specialized services and products in the areas of risk management, financial planning, tax planning and investments, to individuals, corporations, partnerships and estates, including but not necessarily limited to consultation, analysis and advice concerning corporate organization and management, insurance needs, retirement planning, pension and profit sharing plans and administration, labor relations, personnel evaluation, capital requirements, business systems, estate planning, mortgage banking and investment alternatives, and to sell and service all lines of personal and business insurance.

(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, 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 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

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43558317

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 162 West Washington Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Gary W. Kidwell whose address is 162 West 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 stock which the Corporation shall have authority to issue is Five Thousand (5,000) shares of no par value. ✓

SIXTH: The Corporation shall have no less than three (3) nor more than five (5) directors and Gary W. Kidwell, H. Frederick Vollmer, Carla Kidwell and Susan Vollmer 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 5th day of December, 1984.

Gary W. Kidwell
Gary W. Kidwell

STATE OF MARYLAND; WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this day of 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gary W. Kidwell 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.

Patricia E. Young
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
KIDWELL & VOLLMER, FINANCIAL MANAGEMENT ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 20, 1984 11:32 A.

OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2287, FOLIO 603294 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ _____

D1843028 5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 168740

ARTICLES OF INCORPORATION
OF
BURNSIDE FIRST CHURCH OF GOD, INC.

THIS IS TO CERTIFY:

FIRST

That we, the subscribers, Gary G. Campbell, of 114 West Antietam Street, Sharpsburg, Maryland 21782, Ray J. Snyder, of Box 144, Route 1, Sharpsburg, Maryland 21782, Gilbert R. Crampton, of Route 1, Box 163-AA, Sharpsburg, Maryland 21782, and Irvin J. Eby, Harpers Ferry Road, Route 1, Sharpsburg, Maryland 21782, all being of full legal age and sui juris and residents of the State of Maryland, do under and by virtue of the Public General Laws of the State of Maryland, authorizing the formation of Corporations, associate ourselves with the intention of forming a religious corporation.

SECOND

The name of the Corporation (hereinafter called the "Corporation") is "BURNSIDE FIRST CHURCH OF GOD, INC."

THIRD

The post office address of said Corporation shall be 114 West Antietam Street, Sharpsburg, Maryland 21782.

FOURTH

The resident agent of said Corporation shall be Gary G. Campbell, 114 West Antietam Street, Sharpsburg, Maryland 21782, and said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH

The duration of the Corporation shall be perpetual.

SIXTH

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

The Corporation shall be operated for the purpose of the winning of lost souls and for the purpose of promoting the teachings and instructions of the Word of God to our generation, to give forth the Christian principles as

RECORD
1985
DEC 19
A 10:43

2:50
12:15
4:16
29:10

the Holy Writ (the Holy Bible) has declared His called ministers should do, and to have the duties of conducting Christian burial and Christian Marriage ceremonies.

SEVENTH

The Corporation shall have the right to acquire by purchase, devise, bequest, gift, lease or in any other manner and to receive, hold, operate, manage, use, lease, mortgage, encumber, sell and dispose of or otherwise deal with any property, real, personal or mixed, situate within or without the State of Maryland, which the Corporation may deem appropriate or desirable to accomplish any of its purposes and objects.

EIGHTH

The Corporation is being formed solely for religious, educational and social purposes and shall have no capital stock, and no part of the assets of the Corporation shall inure to the private benefit of any individual, except in payment for authorized services for the administration and conduct of the affairs of the Corporation, or in carrying out its religious, educational and social purposes.

NINTH

The Corporation shall have all the general powers conferred upon like corporations by the Public General Laws of the State of Maryland, and all amendments thereof, and the enumeration of the specific powers in these Articles of Incorporation are in furtherance of and not in limitation of the general powers conferred upon it by law.

TENTH

In the event of dissolution of the Corporation by voluntary action or by operation of law, then all assets of the Corporation shall be converted into cash by the last duly elected Trustees of the Corporation, 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 Corporation, the balance remaining, if any, shall be distributed to:

(1) Maryland-Virginia Conference of the Church of God, to be used or expended for missionary purposes; or

(2) A Corporation, trust, or community chest, fund or foundation:

- a. Created or organized in the United States or in any possession thereof, or under the law of the United States or Territory, the District of Columbia, or any possession of the United States;
- b. Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes or for the prevention of cruelty to children or animals;
- c. No part of the net earnings of which inures to the benefit of any private shareholder or individual; and
- d. No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above, shall be used within the United States, or any of its possessions, exclusively for the purposes specified in sub-paragraph "b".

ELEVENTH

The estate, property, interests and business of the Corporation shall be held and managed by a Board of five (5) Trustees, and Gary G. Campbell, 114 West Antietam Street, Sharpsburg, Maryland 21782, Ray J. Snyder, Box 144, Route 1, Sharpsburg, Maryland 21782, Gilbert R. Crampton, Route 1, Box 163-AA, Sharpsburg, Maryland 21782, George A. Mills, Route 1, Box 154, Sharpsburg, Maryland 21782, and Irvin J. Eby, Harpers Ferry Road, Route 1, Sharpsburg, Maryland 21782 shall serve as Trustees until their successors are duly chosen as hereinafter provided. The number of Trustees and their terms of office may be changed from time to time by by-laws of the Corporation duly enacted by the members thereof. At the first annual meeting of the Corporation, one of the said Trustees shall be elected for a term of one year, two for a term of two years and one for a term of three years, and thereafter Trustees shall be elected to fill vacancies created by the expirations of terms for a period of three years; that all Trustees shall hold office and continue to serve until their successors are duly elected and qualified. In the event of death, resignation, withdrawal or disqualification for any reason of any duly elected Trustee, a Trustee shall be elected to fill the unexpired term by a majority vote of the remaining Trustees.

In order to be eligible to vote at the annual meeting for the election of trustees, a person must have been a member in good standing of the Corporation for at least two (2) years immediately preceding the date of the annual meeting.

003723

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer, which officers shall be elected annually by the Board of Trustees from the members thereof at the first meeting of said Board of Trustees after their election, which meeting shall be held within one month after said election. Said officers shall perform the duties usually assigned to their respective offices. Said Board of Trustees shall meet at least once a month for the discharge of their duties, and special meetings thereof may be called at the request of the President or of a majority of the Board of Trustees.

In order to qualify for election as Trustees or officers, a person must be at least twenty-one (21) years of age and have been a member in good standing of the Corporation for at least two (2) years immediately preceding election.

TWELFTH


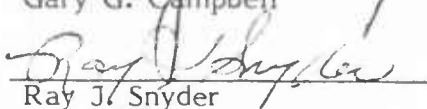
That said Board of Trustees shall be the custodian of all of the property of the Corporation and shall be responsible for the maintenance of the same. They shall manage said property as in their judgment and discretion they deem advisable to promote the best interest and welfare of said Corporation, subject to the provisions hereof and the laws of the State of Maryland.

THIRTEENTH

That all funds belonging to said Corporation shall be deposited in the corporate name in such bank or banks as the majority of the Trustees may, from time to time, deem advisable and shall be subject to withdrawal by checks signed by the Treasurer of said Board of Trustees and countersigned by the President or Vice President of said Board.

IN WITNESS WHEREOF, we have hereunto signed our names and affixed our seals this *7th* day of *December*, A.D., 1984.

ATTEST:

 (SEAL)
Gary G. Campbell
 (SEAL)
Ray J. Snyder

Joann M. Lucas

Gilbert R. Crampton (SEAL)
Gilbert R. Crampton

Irvin J. Eby (SEAL)
Irvin J. Eby

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

I HEREBY CERTIFY, That on this 7th day of December

A.D., 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gary G. Campbell, Ray J. Snyder, Gilbert R. Crampton, and Irvin J. Eby, 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.

WITNESS my hand and official Notarial Seal.

My Commission Expires: 7/1/86

Joann M. Lucas
Notary Public



ARTICLES OF INCORPORATION
OF
BURNSIDE FIRST CHURCH OF GOD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
DECEMBER 19, 1984 10:43 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2687, FOLIO 003719 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 10

SPECIAL FEE PAID:
\$

D1843556

2.50

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Dean W. Kuhn



A 168785

Received for Record April 16, 1985 at 9:10 o'clock A.M. Liber 34

002256 5.00
B SUB 68.25
04 8715 4-16 A9:10

GROVE TRUCKING, INC.

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

ARTICLES OF INCORPORATION

FIRST: I, William McC. Schildt, 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 is Grove Trucking, Inc. (hereinafter called the "Corporation").

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

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

1. To engage in the business of transporting goods, mail matter, and other materials by motor vehicle and other means; to perform all necessary and proper related services and activities in connection therewith; and to engage in any other lawful purpose and business.

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

FIFTH: The post office address of the principal office of the Corporation is 138 West Washington Street, Hagerstown, Maryland 21740.

42618255

The name and post office address of the Resident Agent of the Corporation is William McC. Schildt, 138 West Washington Street, Hagerstown, Maryland ✓
21740. The Resident Agent is a citizen of and actually resides in the State of Maryland.

SIXTH: 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).

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is John F. Grove.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 24th day of December, 1984.

WITNESS:

Sharon N. Bubeck William M. Schildt

ARTICLES OF INCORPORATION
OF
GROVE TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 26, 1984 AT 09:28 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2688, FOLIO 002255 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ _____

D1844166 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 168992

HOFFMAN CHEVROLET, INC.

ARTICLES OF AMENDMENT

Hoffman Chevrolet, Inc., a Maryland corporation, having its principal office at 101 South Edgewood Drive, Hagerstown, Maryland, 21740 (hereinafter referred to as the "Corporation"), hereinafter 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 out in their entirety Articles FOURTH, FIFTH, and SIXTH and by substituting in lieu thereof the following:

"FOURTH: The post office address of the principal office of the Corporation in this State is 101 South Edgewood Drive, Hagers- town, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Charles W. Hoffman, Jr., 101 South Edgewood 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 the authority to issue is 20,000 shares divided into 10,000 shares of common stock with the par value of \$100.00 per share (the "Common Stock"), and 10,000 of preferred stock with the par value of \$100.00 per share (the "Preferred Stock"). The following is a description of each class of stock of the Corporation with the preferences, conversions, and other rights, restrictions, voting powers and qualifications of each class:

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(1) The Common Stock shall be entitled to one vote per share in all proceedings in which actions shall be taken by the stockholders of the Corporation. The Preferred Stock shall be entitled to no votes per share.

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 stockholders of the stock of that class in the proportion which the number of shares of stock of that class held by each shareholder bears to the aggregate number of outstanding shares of stock of that class.

(2) In the event of any voluntary or involuntary liquidation (in whole or in part), dissolution, or winding-up of the Corporation, the holders of the Common Stock and the 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) First, to the holders of the Preferred Stock an amount equal to all unpaid, declared, accumulated dividends, if any, thereon, without interest.

(b) Second, to the holders of the Preferred Stock an amount equal to \$100.00 per share.

(c) Third, thereafter, the remaining assets of

the Corporation available for distribution to its stockholders shall be distributed among and paid to the holders of the Common Stock, share and share alike, 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 (in whole or in part) of the Corporation and the distribution of its assets to its stockholders shall not be deemed to be a voluntary or involuntary liquidation (in whole or in part), dissolution or winding-up of the Corporation.

(3) The holders of the Preferred Stock shall be entitled to receive at the end of each and every fiscal year of the Corporation or in periodic installments during the fiscal year if authorized by the Board of Directors out of the assets of the Corporation legally available for dividends, cash dividends at the rate of \$7.00 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 and 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 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, 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 dividends 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 pro-rated 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.

(4) Each holder of Preferred Stock, upon ninety (90) days written notice sent by certified mail, return receipt requested, and received by the Corporation, and upon surrender of all or 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 to require the Corporation to repurchase all or part of the Preferred Stock held by such individual stockholder at the price of \$100.00 per share; provided, however, that the right to require repurchase set forth in this Paragraph (4) 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 (4) 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 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 & 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 & Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved the foregoing amendments.

THIRD: Prior to the acceptance of these Articles of Amendment by the Department, the total number of shares of stock which the Corporation had authority to issue was 3,000 of the par value of \$100.00 a share, all of one class, and having an aggregate par value of \$300,000.00. Subsequent to the acceptance of these Articles of Amendment by the Department, the total number of shares of stock which the Corporation has authority to issue is 20,000 of the par value of \$100.00 a share (10,000 shares of Common Stock and 10,000 shares of Preferred Stock, and having an aggregate par value of \$2,000,000.00.

IN WITNESS WHEREOF, Hoffman Chevrolet, 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 27th day of December, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of Hoffman Chevrolet, Inc. and, under the

003341

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 AS
TO CORPORATE SEAL:

HOFFMAN CHEVROLET, INC.

BY: 

Secretary

BY: Charles W. Hoffman, Jr.
President

ARTICLES OF AMENDMENT
OF
HOFFMAN CHEVROLET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 28, 1984 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2691, FOLIO 003334, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 240.00

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 DEPARTMENT AT BALTIMORE.



A 168941

Received for Record April 16, 1985 at 9:11 o'clock A.M. Liber 34

LISA M. ENTERPRISES, INC.

0033270

04 6717

5.00
79.25
4-16 89:11

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Paul E. Cordell, whose post office address is Route 1, Box 69, Big Springs, Washington County, Maryland 21722, 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 LISA M. ENTERPRISES, INC.

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

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

(1) To engage in the operation of one or more laundromats and establishments for the retail sale of laundry supplies, food and novelties.

(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 Route 1, Box 69, Big Springs, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in Maryland is Paul E. Cordell, Route 1, Box 69, Big Springs, Maryland 21722. 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

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thousand (100,000) shares of a par value of One Dollar (\$1.00), 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).

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 Paul E. Cordell and Betty B. Cordell.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of December, 1984, and I acknowledge the same to be my act.

WITNESS:

William Cordell

Paul E. Cordell
Paul E. Cordell

ARTICLES OF INCORPORATION
OF
LISA M. ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 26, 1984 AT 11:56 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2688 3, FO 003326, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ _____

D1846237 5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 169110

Received for Record April 16, 1985 at 9:12 o'clock A.M. Liber 34

ARTICLES OF INCORPORATION

OF

MINNICH, INC.

RECORD 6.00
B SUB 85.25
04 6718 4-16 A9:12

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Gerald N. Minnich, whose post office address is 305 North Potomac Street, Hagerstown, Maryland, 21740; Sue A. Minnich, whose post office address is 305 North Potomac Street, Hagerstown, Maryland, 21740; and Todd M. Minnich, whose post office address is 305 North Potomac Street, Hagerstown, Maryland, 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 MINNICH, INC.

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

(a) To conduct the operating portion of a funeral business.

(b) To manufacture, purchase or otherwise acquire, hold, mortgage, 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

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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 is 305 North Potomac Street, Hagerstown, ✓ Maryland, 21740. The resident agent of the Corporation is Gerald ✓ N. Minnich, whose post office address is 305 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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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 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 Corporation shall have three Directors:

Gerald N. Minnich, 305 North Potomac Street, Hagerstown, Maryland
Sue A. Minnich, 305 North Potomac Street, Hagerstown, Maryland
Todd M. Minnich, 305 North Potomac Street, Hagerstown, Maryland

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; and 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.

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

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

(f) The Board of Directors shall have power 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 entitles.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this *26th* day of *November*, 1984.

WITNESS:

[Signature]
[Signature]

Gerald N. Minnich (SEAL)
Gerald N. Minnich

Sue A. Minnich (SEAL)
Sue A. Minnich

Todd M. Minnich (SEAL)
Todd M. Minnich

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this *26th* day of *November*, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Gerald N. Minnich and Sue A. Minnich and severally acknowledged the foregoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

My commission expires:
7/1/86

Gloria S. Moore
Notary Public

STATE OF GEORGIA, *LIBERTY* COUNTY, to-wit:

I HEREBY CERTIFY, That on this *23* day of *AUGUST*, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Todd M. Minnich and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

My commission expires:

Linda O. Graham
Notary Public

Notary Public, GA, State at Large
My Commission Expires *Feb 23, 1988*

ARTICLES OF INCORPORATION
OF
MINNICH, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 24, 1984 AT 11:19 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2688, FOR 003348, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 24

SPECIAL FEE PAID:
\$

D1846278 6.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 169114

ELDRIDGE SERVICENTER, INC.

RECORD 5.00
B SUB 102.75
04 6720 4-16 89:12

ARTICLES OF DISSOLUTION

Eldridge Servicenter, Inc., a Maryland corporation, having incorporated in the State of Maryland on January 11, 1982, and having its principal office at 929 Eldridge Drive, Hagerstown, Washington County, Maryland 21740 (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 hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 929 Eldridge Drive, Hagerstown, Washington County, 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 is H. David House, Jr., 420 Spring Creek Road, Hagerstown, Maryland 21740.

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

H. David House, Jr.
420 Spring Creek Road
Hagerstown, Maryland 21740

Charlotte L. House
420 Spring Creek Road
Hagerstown, Maryland 21740

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

President and Treasurer:
H. David House, Jr.
420 Spring Creek Road
Hagerstown, Maryland 21740

Vice President and Secretary:
Charlotte L. House
420 Spring Creek Road
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 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.

~~42548236~~
42548236

43618250

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 Eldridge Servicenter, 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 July, 1984, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Eldridge Servicenter, 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 AS TO CORP. SEAL:

ELDRIDGE SERVICENTER, INC.

(SEAL)


Charlotte L. House
Charlotte L. House,
Secretary

BY:

H. David House, Jr.
President

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone: (301) 791-3173



The Court House

SERVING WASHINGTON COUNTY SINCE 1873

HARRY C. SNOOK, Treasurer
~~LEONARD HOLMES, Deputy Treasurer~~
HELEN B. LEWIS, Deputy Treasurer

July 30, 1984

RE: Dissolution


ELDRIDGE SERVICECENTER, 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

ELDRIDGE SERVICECENTER, INC.

have been paid to and including the fiscal year July 1, 1983, to June 30, 1984.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 30th day of July, A.D., 1984.


Harry C. Snook
Treasurer for Washington
County, Maryland

slb

003100



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

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

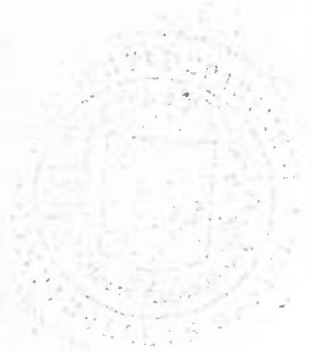
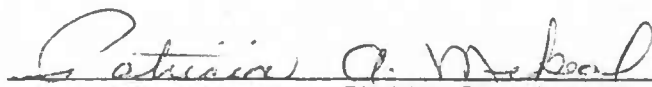
THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the State Comptroller, show that all taxes and charges due the State of Maryland, payable through the said offices as of the date hereof by

ELDRIDGE SERVICENTER INC.

have been paid.

WITNESS my hand and official seal this

10th day of AUGUST A.D. 1984.



DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY



CITY OF HAGERSTOWN
MARYLAND

DEPARTMENT OF REVENUE & FINANCE
CITY HALL

TAX COLL'R & TREAS.

July 30, 1984

Mr. Richard F. McGrory
100 West Washington 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 ELDRIDGE SERVICENTER, INC. up to and including the fiscal year 1983-84.


Florence M. Murdock
City Treasurer

FMM/c

JUL 31 1984

ARTICLES OF DISSOLUTION
OF
ELDRIDGE SERVICENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 26, 1984 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2691, FOLIO 003396, OF THE 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 DEPARTMENT AT BALTIMORE.



A 169287

FAZ/ART, INC.
ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER, entered into this 13th day of December, 1984, by and between FAZ/ART, INC. (hereinafter sometimes referred to as the "Transferor"), and DKAT, LTD. (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 and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is FAZ/ART, INC., a corporation organized under the laws of the State of Maryland.

Transferee is DKAT, LTD., a corporation organized under the laws of the State of Maryland.

THIRD: The nature and amount of the consideration to be paid by Transferee for the property and assets herein transferred to it as set forth in Article EIGHTH herein, is Twenty Four Thousand Seven Hundred Fifty Dollars (\$24,750.00) for fixtures and equipment.

FOURTH: The principal office of Transferor is 1004 Brinker Drive, Apartment No. 101, Hagerstown, Maryland 21740. The Transferor does not own any real property.

FIFTH: The location of the principal office of Transferee in the State of Maryland is 2605 Breezewood Drive, Hagerstown, Maryland 21740.

SIXTH: The Board of Directors, by unanimous written informal action signed by all the members thereof and 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 directors of Transferor and 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 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.

SEVENTH: The Board of Directors, by unanimous written informal action signed by all the members thereof and 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 Transferee as herein set forth

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is advisable and directing that these Articles of Sale and Transfer be submitted for action thereon by the directors of Transferee and 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 Transferee.

A unanimous written informal action setting forth approval of these Articles of Sale and Transfer was signed by all of the stockholders Transferee entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Transferee, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferee.

EIGHTH: In consideration of the payment to Transferor of Twenty Four Thousand Seven Hundred Fifty Dollars (\$24,750.00) in accordance with the terms and conditions of an Agreement between the Transferor and Transferee dated November 9, 1984, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

SEE ATTACHED SCHEDULE OF ASSETS
IDENTIFIED AS EXHIBIT "A"

NINTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and the transferees, and it 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.

TENTH: This transfer of assets is not to members of the corporation in liquidation of the corporation.

IN WITNESS WHEREOF, FAZ/ART, INC. and DKAT, INC., parties to these Articles of Sale and Transfer, have caused these Article of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer and for the Corporation by its president or vice president and attested by the secretary or an assistant secretary, as of this 13th day of December, 1984.

ATTEST:

FAZ/ART, INC.

Scott Ogilvie
Secretary

BY: Carole C. Artkop
Carole C. Artkop, President

DKAT, LTD.

Ry-Sully
Assistant-Secretary

BY: David K. Lookabaugh
David K. Lookabaugh, President

THE UNDERSIGNED, President of FAZ/ART, 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.

Carole C. Artkop
Carole C. Artkop, President

THE UNDERSIGNED, President of DKAT, LTD., 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 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 K. Lookabaugh
David K. Lookabaugh, President

003401

EXHIBIT "A"

- 1 Valcan Stove
- 1 Safe
- 1 Slicer
- 1 Coldspot Refrigerator
- 1 Triple Sink
- 1 Stainless Table
- 1 Stainless Strainer
- 1 Stainless Crab Plot
- 5 Pots
- 3 Pans
- 1 Stainless Tray
- 15 Bar Stools
- 6 Tables
- 17 Stack Chairs
- 1 Perlick Draft Cooler
- 1 Perlick 4 Door Beer Cooler
- 1 2 Door Beer Coller
- 1 NCR Cash Register
- 1 Manitwoc Ice Maker
- 1 Wet-n-Dry Steam Pot
- 1 American Shuffle Board
- 1 Victor Walk-In
- 1 19" Panasonic Television
- 2 Dozen Ash Trays
- 2 Smoke Eaters
- 1 Bath Room Hand Sink

ARTICLES OF SALE AND TRANSFER

BETWEEN

FAZ/ART, INC. (MD CORP.) TRANSFEROR

AND

DKAT, LTD. (MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 24, 1984

AT 11:02 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2692, FOLIO 003397 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$

RECORDING FEE PAID:

\$ 20.00

SPECIAL FEE PAID:

\$

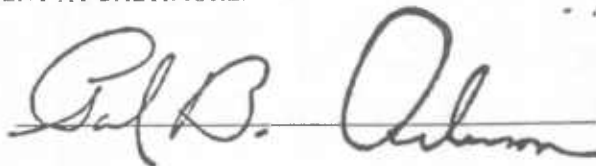
5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

dr

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 169299

Received for Record April 16, 1985 at 9:13 o'clock A.M.

002827

Liber 34

ARTICLES OF INCORPORATION
OF
TRI-STATE CLEANING SERVICES, INC.

RECORD 5.00
B SUB 112.75
04 6722 4-16 49:13

THIS IS TO CERTIFY:

FIRST: That I, Nick G. Vindivich, Jr., 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: TRI-STATE CLEANING SERVICES, Inc.

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

(a) To provide lawn and garden, janitorial and building maintenance services to commercial, industrial, governmental and residential property owners.

(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, 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 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

43598324

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 Route 2, Box 161A, Hagerstown, Maryland. The resident agent of the Corporation is Nick G. Vindivich, Jr. whose address is Route 2, Box 346A, Williamsport, Maryland 21795 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 five thousand (5,000) shares of common stock with no par value.

SIXTH: The Corporation shall have not less than three (3) nor more than seven (7) directors, which number may be increased or decreased pursuant to By-Laws, but shall never be less than three (3) and Donald Vindivich, Mark A. Vindivich and Nick G. Vindivich, Jr. 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 two-thirds 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 21 day of December, 1987.

Nick G. Vindivich, Jr.
Nick G. Vindivich, Jr.

STATE OF MARYLAND; WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 21st day of December 1987, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Nick G. Vindivich, Jr. 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.

Barbara E. Vose
Notary Public

My Commission Expires:

July 1, 1986



ARTICLES OF INCORPORATION
OF
TRI-STATE CLEANING SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND DECEMBER 24, 1984 AT 11:17 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2689, FOLIO 002826 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u>	\$ <u> </u>
	<u>01847938</u> <u>5.00</u>	

TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Rob De



A 169385

10
TRI-STATE CABLE T.V., INC.

003249

ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer are entered into this 31st day of December 1984 by and between Tri-State Cable T.V., Inc., a Maryland corporation, hereinafter sometimes referred to as the "Transferor" and Cable Franchises, Inc., a Delaware corporation, and CMA Cablevision Associates, XI, a Pennsylvania limited partnership, hereinafter sometimes collectively 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 as is hereinafter recited.

SECOND: The name, post office address, and principal place of business of Transferee are:

(a) As to: Cable Franchises, Inc., 1736 East Chocolate Avenue, Hershey, Pennsylvania 17033, which address is the principal place of business of Transferee.

(b) As to: CMA Cablevision Associates XI, a Pennsylvania limited partnership, 1736 East Chocolate Avenue, Hershey, Pennsylvania 17033.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Tri-State Cable T.V., Inc., a

RECORD 38.50
8 SUB 176-25
04 6725 4-16 A9:16

corporation organized under the laws of the state of Maryland.

The corporate Transferee is Cable Franchises, Inc., a corporation organized under the general corporate laws of the state of Delaware. Cable Franchises, Inc. was incorporated on November 23, 1982 under the general laws of the state of Delaware.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as are more particularly described in Article NINTH is Five Million Six Hundred Fifty Thousand (\$5,650,000.00) Dollars to be paid in accordance with the terms of an Asset Purchase Agreement by and between the parties.

FIFTH: The principal office of Transferor is in the city of Hancock, Maryland. Transferor owns real property in Washington County, Maryland as well as Frederick County, Maryland which could be affected by the recording of an instrument among the land records which parcels are set forth upon Exhibit A and C, which are attached hereto.

SIXTH: The Transferee corporation, Cable Franchises, Inc. owns no property in this state but is qualified to do business in Maryland. Its resident agent is United States Corp. Company, 300 East Lombard Street, Baltimore, Maryland 21202. The Delaware address of Transferee is 306 South State Street, Dover, Delaware. The Transferee limited partnership owns no property in this state; its resident agent in Maryland is The Corporation Trust, Incorporated at 32 South Street, Baltimore,

Maryland 21202. The Pennsylvania address for the limited partnership is 1736 East Chocolate Avenue, Hershey, Pennsylvania 17033.

SEVENTH: The Board of Directors of Transferor, by unanimous written informal action by all the members thereof, filed with the minutes of the meeting of the Board, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all of 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 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 the corporate Transferee the sale, assignment, and transfer to be effected 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 the corporate Transferee and by the laws of the state of Delaware under which the corporate Transferee was organized. As to the limited partnership Transferee the sale, assignment, and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized, and approved in the manner and by the vote required by the agreement of limited partnership.

NINTH: In consideration of the payment to Transferor of Five Million Six Hundred Fifty Thousand (\$5,650,000.00) Dollars, in accordance with the terms and conditions of the above referenced Assets Purchase Agreement, Transferor does hereby bargain, sell, deed, grant, convey and assign to Transferee, its successors and assigns, the items on Exhibits A, B, and C attached hereto and more specifically enumerated in this Article. The sum of Eight Hundred Fifty Thousand (\$850,000.00) Dollars is allocated by the parties to intangibles (Exhibit B) and the leasehold estates (Exhibit C). The sum of Four Million Eight Hundred Thousand (\$4,800,000.00) Dollars is allocated by the parties to the fee simple real estate (Exhibit A) and tangible personal property as shown on Exhibit B. The parties agree that the value to be assigned to the fee simple real property situate in the state of Maryland is \$20,000.00 and that the value to be assigned to the leasehold estate situate in the state of Maryland is \$15,000.00, and that of said sum \$25,000.00 Dollars represents real

property in Washington County, Maryland and \$10,000.00
Dollars represents real property in Frederick County,
Maryland. The parties further agree that Cable Franchises,
Inc., the corporate Transferee herein, shall be the transferee
with respect to the intangible property as shown upon Exhibit B
and the leasehold estates as set forth on Exhibit C, and that
CMA Cablevision Associates XI, the limited partnership, shall
be the transferee with respect to tangible property as shown
upon Exhibit B and the fee simple real estate as described on
Exhibit A.

TENTH: These Articles of Sale and Transfer are executed,
acknowledged, sealed and delivered in the Commonwealth of
Massachusetts by Transferor, a Maryland Corporation and
Transferee, respectively a Delaware corporation and a
Pennsylvania limited partnership, and it is accordingly
understood and agreed that these Articles of Sale and Transfer
shall be construed entirely in accordance with the law
applicable to contracts made and entirely to be performed
within the state of Maryland.

ELEVENTH: These Articles of Sale and Transfer are executed
in multiple counterparts each of which shall be deemed to
constitute an original and the parties intend to file one of
the same with the State Department of Assessments and Taxation.

IN WITNESS WHEREOF, Tri-State Cable T.V., Inc. and Cable
Franchises, Inc., and CMA Cablevision Associates XI, 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, by its President or Vice President and attested by the Secretary or Assistant Secretary as of the 31st day of December 1984 and on behalf of CMA Cablevision Associates, XI by Paul B. Whipple the Vice President of Cable Managment Associates, Inc., the corporate general partner of the limited partnership.

Attest to Signature
and Corporate Seal:

Elizabeth M. Fulton
Secretary

TRI-STATE CABLE T.V., INC., a
Maryland corporation

By: S.E. Fulton (SEAL)
S.E. Fulton, President

Attest to Signature
and Corporate Seal:

Scott P. Powell
Assistant Secretary

CABLE FRANCHISES, INC., a
Delaware corporation

By: Paul B. Whipple, Jr. (SEAL)
Paul B. Whipple, Jr., President

Attest:

Scott P. Powell
Assistant Secretary

CMA CABLEVISION ASSOCIATES XI, a
Pennsylvania limited partnership

By: Paul B. Whipple, Jr. (SEAL)
Cable Management Associates, Inc.
a Pennsylvania corporation
General Partner

The undersigned, Stanley Fulton
President of Tri-State Cable
T.V., 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.

TRI-STATE CABLE T.V., INC.

By: 

The undersigned, Paul B. Whipple
Vice-President of Cable Franchises, 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.

CABLE FRANCHISES, INC.

By: 

The undersigned, Paul B. Whipple
Vice-President of Cable Management Associates, Inc., the corporate general partner of CMA

Cablevision Associates XI, a Pennsylvania limited partnership, who executed on behalf of said limited 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 limited partnership, the foregoing Articles of Sale and Transfer to be the act of said limited partnership 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.

CMA CABLEVISION ASSOCIATES XI, a
Pennsylvania limited partnership

By: Paul B. Whipple, Jr.
Cable Management Associates, Inc.
a Pennsylvania corporation
General Partner

EXHIBIT A
THE REAL PROPERTY

003257 417

I. Fee Simple Conveyances

- A. Parcel 1 - 0.54 acres, more or less, and a right of way located in Frederick County, Maryland
- B. Parcel 2 - 1.01 acres, more or less, and a right of way located in Election District 5, Washington County, Maryland
- C. Parcel 3 - 0.52 acres, more or less, and a right of way situate on the north side of Maryland Route 77 West of Pleasant Road, Washington County, Maryland

II. Leasehold Conveyances

- A. Parcel 4 - (The Walter D. Bromley Tract) - 2,000 square feet of land, together with access to and from Route 77, situate east of Smithsburg, in Washington County, Maryland.
- B. Parcel 5 - (The Leister Bryant Stottlemeyer Tract) - 400 square feet, together with access to and from Route 77, situate east of Smithsburg and on the North side of Maryland Route 77.
- C. Parcel 6 - (The Alvey R. Gigeous Tract) - 2,000 square feet of land, together with access to and from Alternate U.S. Route 40, in Washington County, Maryland.

PARCEL 1

All that parcel of land situate approximately 60 feet North of Dahlgren Road at a point approximately 0.40 miles East of Alternate U.S. Route No. 40, in Frederick County, Maryland and being more particularly described as follows:

Beginning at a marked hickory tree, said tree being North 59° 13' East 88.5 feet from a post at the intersection of the North margin of said Dahlgren Road with the third line of Parcel No. 3 of the deed from Charles E. House and Nellie B. House, his wife, to Harry E. House dated February 27, 1922 and recorded in Liber 338, folio 140, one of the land records of Frederick County, Maryland, and running thence North 73° 05' East 224.3 feet to a post, thence North 21° 13' West 118.3 feet to a cherry tree, thence North 51° 49' West 42.4 feet to a stake on the center line of the right of way of The Potomac Edison Company, said stake being 2.7 feet Southwest of pole no. F 31088 of said Power Company, thence along said right of way passing pole No. F 31089 South 48° 13' West 184.4 feet to a stake, thence leaving said right of way and running South 0° 41' West 78.9 feet to the place of beginning and containing 0.54 acres of land, more or less. Being a portion of the same property that was conveyed by Evelyn Routzahn to Harry E. House and Mary M. House, his wife, by deed dated February 12, 1946, and recorded in Liber 452, folio 283, another of the land records of Frederick County, Maryland, to which deed reference is hereby made.

Together with a right of way 12 feet in width extending from the said Dahlgren Road to the Western boundary of the parcel of land hereby conveyed for the purpose of ingress to and egress from said land, the Eastern boundary of said right of way being defined as running South 15° 32' West from the beginning tree of said parcel of land for a distance of 57.8 feet to a post in the north margin of the said Dahlgren Road. The land above conveyed and right of way being more particularly described on a plat attached to the deed from Harry E. House and wife to Tri-State Cable T.V., Inc., dated 15 July 1966 and recorded in Liber 754, folio 661, one of the land records of Frederick County, Maryland.

Being the same property conveyed to the Transferor by Harry E. House and Mary M. House, his wife, by deed dated 15 July 1966 and which is recorded in Liber 754, folio 659, one of the land records of Frederick County, Maryland.

All that parcel of land located in Election District 5, Washington County, Maryland and being more particularly described as follows:

Beginning at a Re-Bar being a bearing and distance of S 38° 51' 02" W 275.30' from a planted stone at the base of a fence post, said stone being at or near the end of the second (2nd) or S 19° 24' 54" W 1460.46 foot line of a parcel of land conveyed by Joseph F. Padula, Administrator d.b.n.c.t.a. of the Estate of Sallie E. Vantz, to Tri-State Cable T.V., Inc., a corporation, by a confirmatory deed dated December 29, 1969 and recorded in Liber 499, folio 642 among the land records of Washington County, Maryland, thence running with four (4) lines of division now made S 04° 51' 20" W 200.28' to a Re-Bar, thence S 80° 25' 53" W 227.07' to a Re-Bar, thence N 19° 24' 03" E 296.80' to a Re-Bar, thence S 73° 18' 50" 148.53' to the point of beginning and containing 1.01 acres of land, more or less.

Said parcel being subject to a Telephone Co. right-of-way or easement across the south side of the above described parcel of land.

Together with a right-of-way across the existing road, from Sensel Road to the parcel described herein for the purpose of ingress and egress. Said right-of-way being sixteen (16) feet in width and having a center line more particularly described as follows:

Beginning at a point being in the fourth (4th) or S 73° 18' 50" E 148.53 foot line of the above described parcel of land, a distance of 73.53' from the beginning of said line, thence running along or near the center line of the existing road, through the lands of Tri-State Cable T.V., Inc., the ten (10) following courses N 18° 57' 48" E 130.60 to a point, thence N 15° 03' 38" E 124.47' to a point, thence N 10° 13' 46" E 87.49' to a point, thence N 12° 47' 43" E 133.80' to a point, thence N 21° 26' 16" E 101.88' to a point, thence N 24° 53' 53" E 126.48' to a point, thence N 28° 24' 43" E 342.13' to a point, thence N 28° 24' 43" E 342.13' to a point, thence N 20° 31' 43" E 210.99' to a point, thence N 16° 53' 24" E 178.94' to a point, thence N 20° 06' 24" E 222.51' to a point in the first line, a distance of 13.51' from an axle being at the beginning point of a tract of land conveyed to Tri-State Cable T.V., Inc. by a deed recorded in Liber 499, folio 642.

The parcel of land and right-of-way described herein being graphically shown on a plat prepared by and Fox & Associates, Inc., Drawing C-897 is recorded at Plat folio 1743 one of the plat records maintained by the Clerk of the Circuit Court of Washington County, Maryland.

Being part of the same property conveyed by Joseph F. Padula, Administrator d.b.n.c.t.a. of the Estate of Sallie E. Vantz to Transferor by a confirmatory deed dated 29 December 1969 and recorded in Liber 499, folio 642, one of the land records of Washington County, Maryland.

PARCEL 3

All that parcel of ground situate on the north side of Maryland 77 West of Pleasant Road in Washington County, Maryland, and being more particularly described in accordance with a recent survey by J. B. Ferguson and Co., Inc., as follows: Beginning at an iron pin located in and 773.5 feet from the beginning of the 2nd or North 31 1/2° East 59 perches line of a conveyance to Leister Bryant Stottlemeyer, Jr. and Mary Ann Stottlemeyer from R. Emerson Ridenour and wife, dated October 5, 1963, and recorded among the land records of Washington County, Maryland, in Liber 399, folio 307, and running thence with the remaining portion of said second line, adjusted, North 27° 52' East 200.00 feet to an iron pin in a stone pile, thence with the 3rd and a portion of the 4th lines of said conveyance recorded in Liber 399, folio 307, the following 2 courses and distances North 48° 14' West 83 feet to an iron pin in a stone pile, thence South 46° 18' West 200.00 feet to an iron pin, thence by a new line of division South 50° 15' East 147.00 feet to the point of beginning and containing 0.52 acres of 22,654 square feet, more or less. Being the northernmost portion of a tract of land conveyed by R. Emerson Ridenour and Sara Jane Ridenour, his wife, to Leister Bryant Stottlemeyer, Jr. and Mary Ann Stottlemeyer, his wife, by deed October 5, 1963, and recorded among the land records of Washington County, Maryland, in Liber 399, folio 307, to which deed reference is hereby made.

The Transferor herein also conveys to the Transferee herein a strip of land, in fee simple, to be used as a private roadway, having a perpendicular width of 10 feet, said roadway lying adjacent to and east of, and running parallel with a portion of the 4th and all of the 5th lines of the aforementioned conveyance recorded in Liber 399, folio 307, from the southwest corner of the above described property South 47 1/2° West 402.25 feet, thence South 31 1/2° West 495.0 feet, more or less on the north marginal line of Maryland Route 77. Said roadway being for ingress and egress to and from Maryland State Route 77.

Being the same property conveyed by Leister Bryant Stottlemeyer, Jr. and Mary Ann Stottlemeyer, his wife, to Transferor by a deed dated 2 May 1967 and recorded in Liber 454, folio 268, one of the land records of Washington County, Maryland.

003261

EXHIBIT B

(The Tangible and Intangible Personal Property)

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc.
and
Tri-State Cable T.V., Inc.

Ft. Richie System

A. Franchise Ordinances and Amendments

<u>Contract #</u>	<u>Granting Authority</u>	<u>Adoption Dated</u>	<u>Type</u>	<u>Expires</u>
DAEA08-79-C-0012	U.S. Department of Army	3/21/79	Service Contract	3/20/89
Modification # P00001	U.S. Department of Army	3/20/81	Rate Increase Amendment	3/20/89

B. Pole Attachment Agreements

None

001063

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Consents

Ft. Ritchie System

1. Consent required with respect to the Service Contract between U.S. Department of Army and Tri-State Cable TV, Inc. dated 3/21/79.

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc.
and
Tri-State Cable T.V., Inc.

Boonsboro System

A. Franchise Ordinances and Amendments

<u>Ordinance #</u>	<u>Community</u>	<u>Adoption Dated</u>	<u>Type</u>	<u>Expires</u>
None	Town of Boonsboro	1/03/66	Franchise	1/02/86

B. Pole Attachment Agreements

<u>Licensor or Lessor</u>	<u>Date</u>	<u>Expires</u>	<u>Rate</u>
The Potomac Edison Company	3/01/52	not specified	\$2.50/pole /annum
The Potomac Edison Company (Trench Agreement)	3/01/82	not specified	
The Chesapeake and Potomac Telephone Company of Maryland	8/12/82	not specified	\$2./pole/semi-annum \$1.65/duct foot/annum

001255

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Boonsboro System

Leased Property

Lease for Earth Station Site between Alvey R. Gigeous and Naomi G. Gigeous and Tri-State Cable TV, Inc. dated 10/13/80. Expires 10/12/2179.

Owned Property

Deed for Head End Site between Harry E. House and Mary M. House and Tri-State Cable T.V., Inc. dated 7/15/66.

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Consents

Boonsboro System

Franchise

1. Consent required with respect to the Franchise granted by Town of Boonsboro, Md., to Tri-State Cable TV, Inc. dated 1/3/66.

Pole Agreements

1. Consent required with respect to the Agreement between The Potomac Edison Company and Community Television, Inc. dated 3/1/52.
2. Consent required with respect to the Agreement between The Chesapeake and Potomac Telephone Company of Maryland and Tri-State Cable TV, Inc. dated 8/12/82.

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc.
and
Tri-State Cable T.V., Inc.

Smithsburg System

A. Franchise Ordinances and Amendments

<u>Ordinance #</u>	<u>Community</u>	<u>Adoption Dated</u>	<u>Type</u>	<u>Expires</u>
None	Town of Smithsburg, Maryland	4/05/77	Franchise	4/04/92

B. Pole Attachment Agreements

<u>Licenser or Lessor</u>	<u>Date</u>	<u>Expires</u>	<u>Rate</u>
The Potomac Edison Company	3/01/52	Not specified	\$2.50/pole/annum
The Potomac Edison Company (Trench Agreement)	3/01/82	Not specified	
The Chesapeake and Potomac Telephone Company of Maryland	8/12/82	Not specified	\$2./pole/semi-annum \$1.65/duct foot/annum

#116 (A-1) LL

003268

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Smithsburg System

Leased Property

Lease for Earth Station Site between Walter D. Bromley, Jr. and Tri-State Cable TV, Inc. dated 4/6/81. Expires 4/5/91. Presently unused.

Lease for Earth Station Site between Leister Bryant Stottlemeyer, Jr. and Mary Ann Stottlemeyer and Tri-State Cable TV, Inc. dated 3/17/82. Expires 3/16/92.

Owned Property

Deed for Head End Site between Leister Bryant Stottlemeyer, Jr. and Mary Ann Stottlemeyer and Tri-State Cable TV, Inc. dated 5/2/67.

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Consents

Smithsburg System

Pole Agreements

1. Consent required with respect to the Agreement between The Potomac Edison Company and Community Television, Inc. dated 3/1/52.

003270

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc.
and
Tri-State Cable T.V., Inc.

Mercersburg/McConnellsburg Head End
Mercersburg System

A. Franchise Ordinances and Amendments

<u>Ordinance #</u>	<u>Community</u>	<u>Adoption Dated</u>	<u>Type</u>	<u>Expires</u>
None	Borough of Mercersburg, Pennsylvania	5/10/77	Franchise	5/09/96

B. Pole Attachment Agreements

<u>Licensor or Lessor</u>	<u>Date</u>	<u>Expires</u>	<u>Rate</u>
West Penn Power Company	11/01/83	Not specified	\$5./pole /annum
The United Telephone Company of Pennsylvania	7/20/61	Not specified	\$2.50/pole /annum
The United Telephone Company of Pennsylvania	9/02/71	Not specified	\$2.50/pole/annum

003271

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

McConnellsburg/Mercersburg Head End

Mercersburg System

Leased Property

Lease for Earth Station Site between McConnellsburg Borough
Municipal Authority and Tri-State Cable TV dated 7/30/79.
Automatically renewable for 1 year periods.

Owned Property

Deed for Head End Site between Sidney W. Leech and Community
Television, Incorporated dated 7/5/61.

003272

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Consents

McConnellsburg/Mercersburg Head End

Mercersburg System

Pole Agreements

1. Consent required with respect to the Agreement between West Penn Power Company and Tri-State Cable TV, Inc. dated 11/1/83.
2. Consent required with respect to the Agreement between The United Telephone Company of Pennsylvania and Community TV, Incorporated dated 7/20/61.
3. Consent required with respect to the Supplemental Agreement between The United Telephone Company of Pennsylvania and Tri-State Cable TV, Incorporated dated 9/2/71.

Leases

1. Consent required with respect to the Agreement between McConnellsburg Borough Municipal Authority and Tri-State Cable TV dated 7/30/79.

003273

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc.
and
Tri-State Cable T.V., Inc.

Mercersburg/McConnellsburg Head End
McConnellsburg System

A. Franchise Ordinances and Amendments

<u>Ordinance #</u>	<u>Community</u>	<u>Adoption Dated</u>	<u>Type</u>	<u>Expires</u>
None	Borough of McConnellsburg Pennsylvania	5/05/77	Franchise	5/04/87

B. Pole Attachment Agreements

<u>Licensor or Lessor</u>	<u>Date</u>	<u>Expires</u>	<u>Rate</u>
West Penn Power Company	11/01/83	Not specified	\$5./pole / annum
The United Telephone Company of Pennsylvania	7/20/61	Not specified	\$2.50/pole / annum
The United Telephone Company of Pennsylvania	9/02/71	Not specified	\$2.50/pole/annum

003274

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

McConnellsburg/Mercersburg Head End

McConnellsburg System

Leased Property

Lease for Earth Station Site between McConnellsburg Borough
Municipal Authority and Tri-State Cable TV dated 7/30/79.
Automatically renewable for 1 year periods.

Owned Property

Deed for Head End Site between Sidney W. Leech and Community
Television, Incorporated dated 7/5/61.

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Consents

McConnellsburg/Mercersburg Head End

McConnellsburg System

Pole Agreements

1. Consent required with respect to the Agreement between West Penn Power Company and Tri-State Cable TV, Inc. dated 11/1/83.
2. Consent required with respect to the Agreement between The United Telephone Company of Pennsylvania and Community TV, Incorporated dated 7/20/61.
3. Consent required with respect to the Supplemental Agreement between The United Telephone Company of Pennsylvania and Tri-State Cable TV, Incorporated dated 9/2/71.

Leases

1. Consent required with respect to the Agreement between McConnellsburg Borough Municipal Authority and Tri-State Cable TV dated 7/30/79.

003276

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc.
and
Tri-State Cable T.V., Inc.

Hancock/Berkeley Springs Head End
Berkeley Springs System

A. Franchise Ordinances and Amendments

<u>Ordinance #</u>	<u>Community</u>	<u>Adoption Dated</u>	<u>Type</u>	<u>Expires</u>
None	Town of Bath, West Virginia	2/01/77	Franchise	1/31/92

B. Pole Attachment Agreements

<u>Licensor or Lessor</u>	<u>Date</u>	<u>Expires</u>	<u>Rate</u>
The Potomac Edison Company of West Virginia	3/01/52	not specified	\$2.50/pole/annum
The Chesapeake and Potomac Telephone Company of Maryland	6/15/66	not specified	\$4./pole/annum

(Amended
agreement)
scf
10-17-84 for
body book

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Hancock/Berkeley Springs Head End

Berkeley Springs System

Owned Property

Deed in West Virginia between Paul J. Niner, Sr. and Anna M. Niner and Tri-State Cable T.V. Inc. dated 4/24/68. Presently unused.

Deed in West Virginia between Ralph B. Hovermale and Harry Glenn Dawson d.b.a. D. and H Community TV and Tri-State Cable T.V., Inc. dated 10/3/61. Presently unused.

Deed in West Virginia between Gilbert R. Barney and Laverne Barney and Tri-State Cable TV, Incorporated dated 11/10/61. Presently unused.

Miscellaneous Agreements

1. Wire and/or Cable Line Crossing Agreement between The Baltimore and Ohio Railroad Company and Tri-State Cable TV, Inc. dated 4/16/80. Until terminated.
2. Wire and/or Cable Line Crossing Agreement between The Baltimore and Ohio Railroad Company and Tri-State Cable TV, Inc. dated 11/20/79. Until terminated.

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Consents

Hancock/Berkeley Springs Head End

Berkeley System

Pole Agreements

1. Consent required with respect to the Agreement between The Potomac Edison Company of West Virginia and Tri-State Cable TV, Inc. dated 6/17/68.
2. Consent required with respect to the Agreement between The Chesapeake and Potomac Telephone Company of West Virginia dated 6/15/66.

Miscellaneous Agreements

1. Consent required with respect to the Agreement between the Baltimore and Ohio Railroad Company and Tri-State Cable TV, Inc. dated 4/16/80.
2. Consent required with respect to the Agreement between the Baltimore and Ohio Railroad Company and Tri-State Cable TV, Inc. dated 11/20/79.

003279

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc.
and
Tri-State Cable T.V., Inc.

Hancock/Berkeley Springs Head End

Hancock System

A. Franchise Ordinances and Amendments

<u>Ordinance #</u>	<u>Community</u>	<u>Adoption Dated</u>	<u>Type</u>	<u>Expires</u>
None	Town of Hancock, Maryland	3/09/77	Franchise	3/08/87

B. Pole Attachment Agreements

<u>Licensor or Lessor</u>	<u>Date</u>	<u>Expires</u>	<u>Rate</u>
The Potomac Edison Company	3/01/52	not specified	\$2.50/pole/annum
The Potomac Edison Company (Trench Agreement)	3/01/82	not specified	
The Chesapeake and Potomac Telephone Company of Maryland	8/12/82	not specified	\$2/pole/semi-annum \$1.65/duct foot/annum

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Hancock/Berkeley Springs Head End
Hancock System

Owned Property

Deed for Head End Site in Hancock, Maryland.

Leased Property

Verbal lease agreement for office space between Alan
Heller and Tri-State Cable TV, Inc.

003281

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Tangible Personal Property

Hancock System

Vehicles

1. 1980 Chevrolet Truck - Serial #CCM33AJ131974
2. 1973 Ford Truck -- Serial #F37YNQ83386
3. 1981 Dodge Truck - Serial #186WD44T5B5114078
4. 1980 Toyota Truck - Serial #RN42073659
5. 1983 Chevrolet Truck - Serial #1G8CT18BXDO135387
6. 1973 Ford Truck - Serial #4248712

Office Equipment

- 5 Desks
- 5 Filing Cabinets
- 2 Texas Instrument Calculators
- 1 IBM Computer and Printer
- 1 NCR Cash Register
- 1 Paymaster Check Printer
- 1 IBM Electric Typewriter
- 1 Royal Manual Typewriter
- 8 Chairs
- 1 Zenith TV Set

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Consents

Hancock/Berkeley Springs Head End

Hancock System

Pole Agreements

1. Consent required with respect to the Agreement between The Potomac Edison Company and Community Television, Inc. dated 3/1/52.
2. Consent required with respect to the Agreement between The Chesapeake and Potomac Telephone Company of Maryland and Tri-State Cable TV, Inc. dated 8/12/82.

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Hancock/Berkeley Springs Head End

Hancock System

Miscellaneous Agreements

1. Special Use Permit between the United States Department of the Interior and Tri-State Cable TV, Inc. dated 11/19/79. Expires 11/19/84.
2. Lease for postage machine in Hancock office between Pitney Bowes and Tri-State Cable dated 9/83. Renewable quarterly.

Exhibit A
to
Asset Purchase Agreement
Between
Cable Management Associates, Inc
and
Tri-State Cable T.V., Inc.

Pay Contracts

Cable Television Affiliation Agreement covering all seven systems between Entertainment and Sports Programming Network, Inc. and Tri-State Cable TV, Inc. dated 7/1/81. Expires 6/30/86 with automatic renewal for 5 year periods.*

Network Affiliation Agreement covering all seven systems between Home Box Office, Inc. and Tri-State Cable TV, Inc. and Tri-State Cable TV, Inc. dated 5/22/79. Initial term for three years with automatic renewal for 3 year periods.**

- * ESPN requires notice of transfer within 14 days of date of sale.
- ** Consent required with respect to above agreement.

TRI-STATE CABLE Inc.

3 PENN. AVE. • HANCOCK, MD. • 678-6810

TRI-STATE CABLE - EMPLOYEE POLICY

EFFECTIVE AUGUST 13, 1979

A. PAID HOLIDAYS

1. New Year's Day
2. Memorial Day (May 30th)
3. July 4th
4. Labor Day
5. Thanksgiving Day
6. Day After Thanksgiving
7. Christmas Eve Day
8. Christmas Day

B. PAID VACATION

1. After 1 year - 5 days
2. After 2 years - 10 days
3. All vacation time will be taken during the calendar year.

C. PAID SICK LEAVE

1. After 1 year - 5 days
2. After 2 years - 10 days
3. Sick leave not taken will be paid employee at end of calendar year.

D. MEDICAL

100% paid medical policy by company. Tri-State Cable does reserve the right to change companies and extent of coverage.

E. SICKNESS AND ACCIDENT INSURANCE

100% paid sickness and accident policy. Tri-State Cable does reserve the right to change company and extent of coverage.

F. TECHNICIAN'S TELEPHONE BILLS

100% paid basic rate for one phone plus company related toll calls

G. RETIREMENT - LIFE INSURANCE PLAN

Tri-State Cable will match employee's contributions up to \$50.00 per month. Employees monies are 100% refunded anytime. Employees vested rights to Tri-States contributions are 10% per year after the 5th year. In year 15 the employee is 100% vested. Anniversary

TRI-STATE CABLE



Inc.

3 PENN. AVE. • HANCOCK, MD. • 678-6810

TRI-STATE CABLE - EMPLOYEE POLICY
EFFECTIVE AUGUST 13, 1979

G. RETIREMENT - LIFE INSURANCE PLAN (Cont)

date of policy is July 1 and requires 30 days prior employment before entering plan.

H. TECHNICIAN'S TRAVEL PAY

\$25.00 per month is paid by Tri-State Cable for technician's travel expenses. (meals on road)

I. TECHNICIAN'S STAND-BY PAY

A minimum of 4 hrs at time and half will be submitted by employee on stand-by service. Service will run Monday through Sunday. Co-operation of technicians for service in their area is a must and will be compensated at time and half for hours worked.

J. EMPLOYEE/GROWTH (Customer) BONUS

Bonus to be paid each employee (1st pay period in December) of each year based on customer gain for that year. This bonus will be paid on accomplishment and the amount paid will be a management decision.

K. SALARY

Effective August 13, 1979 all present employees will receive a \$1.50 per hour increase. This increase will pre-empt and void the normal \$200.00 per year/6 year maximum Christmas Bonus. Yearly reviews of employees will be policy.

TRI-STATE CABLE T.V., INC.

CABLE SYSTEM DESCRIPTION

McCONNELLSBURG AND MERCERSBURG, PENNSYLVANIA

LOCATION OF HEAD-END - Tuscarora Mt. Peters Township on 1 acre owned by
Tri-State Cable

BUILDING -

Type - cinder block

Size - 8' x 10'

EQUIPMENT -

~~Blonder Tongue converters~~~~Blonder Tongue strips~~

Channel Conv. 25' - 10 units

CHANNELS - OFF AIR

TV dial #3-BS-3

#4-ND-5

#5-ND-1

#6-NBC-6

#7-ABC-7

#8-NBC-8

#9-CBS-9

#10-CBS-10

#11-NBC-25

#12-IND-20

#13-APC-13

CHANNELS - SATELLITE

TV dial #2 ESPN

#1 HBO

has multiple satellite feed
ups.

EQUIPMENT - SATELLITE

5 meter fiberglass dish dual feed

Microdyne XL-S receivers 2 units

Modulators - Blonder-Tongue 2 units

PLANT - CABLE

Trunk 1/4" times

Feeder .41" times

25.2 miles (approximately)

47.3 miles (approximately)

EQUIPMENT (30 volts) -

Jerrol ST-20 P/P

Magnavox P/P

Line extenders

Jerrol SLE-20

Jerrol SLE-300

Magravox

> 8 amps

TAPS -

Pressure taps

Multi-taps

SUMMARY -

Amp spacing at approximately 18db, spacing is such that all amps operate at a flat 30db, AGC every 3rd amp, control on video channels 4/11.

Security for HBO - Magnavox, SCCD single channel converter scrambler I-3.

TRI-STATE CABLE T.V., INC.
 CABLE SYSTEM DESCRIPTION
 BOX NSBORO, MARYLAND

LOCATION OF HEAD-END - .4 miles east of Route 40 north of Dahlgren Road on .54 acres owned by Tri-State Cable

BUILDING -

Type cinder block
 Size 10' x 10'

EQUIPMENT - Jerrold Channel Commander IIs - 10 units

CHANNELS - OFF AIR

TV dial #3-PBS-31
 #4-NBC-4
 #5-IND-5
 #6-ABC-7
 #8-NBC-25
 #9-CBS-9
 #10-IND-20
 #11-NBC-11
 #12-IND-45
 #13-ABC-13

CHANNELS - SATELLITE

TV dial #2 ESPN
 #6 HBO

EQUIPMENT - SATELLITE

5 meter fiberglass dish dual feed
 Microdyne (X1-S) receivers 2 units
 Modulators - Blonder-Tongue 2 units

has multiple satellite feed sys.

PLANT - CABLE

Trunk 3/4" times 25.2 miles (approximately)
 Feeder .412 times 29.6 miles (approximately)

EQUIPMENT (30 volts) -

Jerrold ST-20 P/P > 61 amps
 Magnavox P/P
 Line extenders
 Jerrold SLE-20
 Jerrold SLE-300
 Magnavox

TAPS -

Pressure taps
 Multi-taps

SUMMARY -

Amp spacing at approximately 18db, spacing is such that all amps operate at a flat 30db, AGC every 3rd amp, control on video channels 4/11.

Security for HBO - traps

TRI-STATE CABLE T.V., INC.
CABLE SYSTEM DESCRIPTION
SMITHSBURG, MARYLAND

003289

449

LOCATION OF HEAD-END - north of Route 77 east of Smithsburg on .52 acres owned by
Tri-State Cable

BUILDING -

Type - cinder block
Size - 12' x 12'

EQUIPMENT -

Blonder-Tongue converters - 4 units
Blonder-Tongue strips - 10 units

CHANNELS - OFF AIR

TV dial #3-NBC-25
#4-NBC-4
#5-IND-5
#7-ABC-7
#8-PBS-31
#9-CBS-9
#10-IND-20
#11-NBC-11
#12-IND-45
#13-ABC-13

CHANNELS - SATELLITE

TV dial #2 ESPN
#6 HBO

*has multiple satellite feed
sys.*

EQUIPMENT - SATELLITE

5 meter fiberglass dish dual feed
Microdyne (X1-S) receivers - 2 units
Modulators - Blonder-Tongue - 2 units

PLANT - CABLE

Trunk 3/4" Times 1/2" Times 22 miles (approximately)
Feeder .412 Times 27 miles (approximately)

EQUIPMENT (30 volts) -

Jerrold ST-20 P/P > 52 amps
Magnavox P/P
Line extenders
Jerrold SLE-20
Jerrold SLE-30
Magnavox

TAPS -

Pressure taps
Multi-taps

SUMMARY -

Amp spacing at approximately 18db, spacing is such that all amps operate at a
flat 30db, AGC every 3rd amp, control on video channels 4/11.

Security for HBO - traps

TRI-STATE CABLE T.V., INC.
CABLE SYSTEM DESCRIPTION

003250

HANCOCK, MARYLAND - BERKELEY SPRINGS, WEST VIRGINIA

LOCATION OF LEAD-END - off Sessel Road north of Hancock on ~~1.30~~ acres owned by
Tri-State Cable 1.1

BUILDING -

Type - cinder block
Size - 28' x 40'

EQUIPMENT - Jerrold Channel Commander IIs - 10 units

CHANNELS - OF AIR

TV dial #2-NBC-2
#3-PBS-31
#4-NBC-4
#5-IND-5
#7-ABC-7
#8-IND-20
#9-CBS-9
#10-CBS-10
#11-NBC-25
#12-PBS-60

CHANNELS - SATELLITE

TV dial #6 HBO
#13 ESPN

*has multiple satellite
feed sys.*

EQUIPMENT - SATELLITE

5 meter fiberglass dish dual feed
Microdyne (X1-S) receivers - 2 units
Modulators - Blonder-Tongue - 2 units

PLANT - CABLE

Trunk 1" times to Berkeley Springs
Trunk 3/4" times all other trunks
Feeder .41" times

*41.7 miles (approximately)
63.8 miles (approximately)*

EQUIPMENT (30 volts) -

Jerrold ST-20 P/P
Magnavox P/P
Line extenders
Jerrold SLE-20
Jerrold SLE-300
Magnavox

> 96 amps

TAPS -

Pressure taps
Multi-taps

SUMMARY -

Amp spacing at approximately 18db, spacing is such that all amps operate at a flat 30db, AGC every other amp, control on video channels 4/11.

Security for HBO - traps

TRI-STATE CABLE T.V., INC.
CABLE SYSTEM DESCRIPTION
FORT RITCHIE, MARYLAND

003291

451

LOCATION OF HEAD-END - Site "C" Quirock Mt.

BUILDING -

Type - cinder block
Size - 1 room 10' x 30'

EQUIPMENT - Jerrold Channel Commander IIs

CHANNELS - O.F. AIR

TV dial #2-NBC-2
#3-IND-20
#4-NBC-4
#5-IND-5
#7-ABC-7
#8-IND-45
#9-CBS-9
#10-PBS-26
#12-NBC-25
#13-ABC-13

CHANNELS - SATELLITE

TV dial #6 HBO
#11 ESPN

EQUIPMENT - SATELLITE

5 meter fiberglass dish dual feed
Microdyne (X1-S) receivers - 2 units
Modulators - Blonder-Tongue - 2 units

PLANT - CABLE

Trunk 1/2" times
Feeder .412 times

EQUIPMENT (30 volts) -

Jerrold ST-20
Line extenders SLE-20

TAPS -

Multi-taps

SUMMARY -

Amp spacing at approximately 17db, spacing is such that all amps operate at a flat 30db, AGC every 3rd amp, control on video channels 4/11.

This is a service contract head-end and equipment is owned by U.S. Government.
Satellite equipment is owned by Tri-State Cable.

Security for HBO - traps

has multiple satellite feed
sys.

balance of equipment
belongs to Army -

"EXHIBIT A" (cont'd)

003292

(Complete a separate Exhibit A for each CATV System)

A. Franchise Ordinances and Amendments

<u>Ordinance Number</u>	<u>City</u>	<u>Adoption Date</u>	Type (Granting franchise, approving rates, enabling franchise amendments or other)	<u>Expires</u>
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B. Pole Attachment Agreements, including Conduit and Buried Agreements

<u>Licenser or Lessor</u>	<u>Date</u>	<u>Expires</u>	<u>Rate</u>
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C. FCC Licenses

1. EARTH STATION:

<u>Document</u>	<u>Date Filed or Date Granted</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Applica- tion for:				
Construction permit				
License				
Modification				
Renewals				

2. BUSINESS RADIO:

<u>Document</u>	<u>Date Filed or Grant Date</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Application for License				
Renewal Application		KUJ-418	Hancock, MD	9/15/88 *
License				
Renewals				

3. CARS

<u>Documents</u>	<u>Date Filed or Grant Date</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Application for:				
Construction permit				
License				
Modification				
Renewal				

D. FCC Filings - General (Authorization for Signals & Frequencies)

<u>Type</u>	<u>Community Name & FCC Code Number</u>	<u>Date</u>
Application for Certificate of Com- pliance		
Certificate of Compliance		
Registration State- ments	Hancock MD0035 Hancock MD0121 Berkeley Springs WV0007 Great Cacapon WV0008 Berkeley WV0458	9/27/78 9/27/78 9/27/78 9/27/78 9/27/78
Petition for Special Relief or Waivers		

* Consent to Assign Required

454

D. FCC Filings - General (Authorization for Signals & Frequencies) Cont'd

<u>Type</u>	<u>Community Name & FCC Number</u>	<u>Date</u>
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Opposition to
Petitions or COC's

FCC Orders

76.610 Requests

76.610 FCC Grants

76.610 Waivers

E. FCC Annual Reports

1. Form 395A - Annual Employments Report - List last five years' reports

<u>Employment Unit No.</u>	<u>Reflects Information for Month/Year</u>	<u>Date Filed</u>
002435	1982	8/31/82
	1983	6/22/83
	1984	5/9/84

2. 325 - Schedule - Community Unit Data - List last two years' for each community

<u>Community & FCC Code No.</u>	<u>Reflects Information for Month/Year</u>	<u>Date Filed</u>
MD0035	Dec. 1981	5/28/82, 6/22/82, 6/23/82
MD0127	Dec. 1982	5/18/83
MD0001		
MD0008		
MD0458		

3. Form 325 - Schedule 2 - Physical System Data - List all reports filed since 1977

<u>Physical System No.</u>	<u>Reflects information for Month/Year</u>	<u>Date Filed</u>
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003295

F. COPYRIGHT FILINGS - Register of Copyright

<u>Document</u>	<u>Lead Community</u>	<u>Type of Change</u>	<u>Date Filed</u>
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Initial Notice

N/A

Notice of Change

Statements of Account

<u>Reporting Period</u>	<u>Lead Community</u>	<u>Date Filed</u>
1/1 - 6/30/78		
7/1 - 12/31/78		
1/1 - 6/30/79		
7/1 - 12/31/79		
1/1 - 6/30/80		
7/1 - 12/31/80		
1/1 - 6/30/81		
7/1 - 12/31/81		
1/1 - 6/30/82		
7/1 - 12/31/82		
1/1 - 6/30/83		
7/1 - 12/31/83		
1/1 - 6/30/84		

Supplemental Statements (CRT Inflationary Adjustments
& FCC Deregulatory Adjustments)

<u>Accounting Period</u>	<u>Lead Community</u>	<u>Date Filed</u>
1/1-6/30/78		
7/1 - 12/31/78		
1/1 - 6/30/79		
7/1 - 12/31/79		
1/1 - 6/30/80		
7/1 - 12/31/80		
1/1 - 6/30/81		
7/1 - 12/31/81		
1/1 - 6/30/82		
7/1 - 12/31/82		
1/1 - 6/30/83		
7/1 - 12/31/83		
1/1 - 6/30/84		

"EXHIBIT A" (cont'd)

003296

(Complete a separate Exhibit A for each CATV System)

A. Franchise Ordinances and Amendments

<u>Ordinance Number</u>	<u>City</u>	<u>Adoption Date</u>	Type (Granting franchise, approving rates, enabling franchise amendments or other)	<u>Expires</u>
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B. Pole Attachment Agreements, including Conduit and Buried Agreements

<u>Licensor or Lessor</u>	<u>Date</u>	<u>Expires</u>	<u>Rate</u>
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C. FCC Licenses

1. EARTH STATION:

<u>Document</u>	<u>Date Filed or Date Granted</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Applica- tion for:				
Construction permit				
License				
Modification				
Renewals				

003297

Other Amendments:

Accounting PeriodLead CommunityDate FiledG. FAA Tower ApprovalsLocation of TowerHeightFile No.Date of
FAA Approval

2. BUSINESS RADIO:

<u>Document</u>	<u>Date Filed or Grant Date</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Application for License				
Renewal Application				
License				
Renewals				

3. CARS

<u>Documents</u>	<u>Date Filed or Grant Date</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Application for:				
Construction permit				
License				
Modification				
Renewal				

D. FCC Filings - General (Authorization for Signals & Frequencies)

<u>Type</u>	<u>Community Name & FCC Code Number</u>	<u>Date</u>
Application for Certificate of Com- pliance		
Certificate of Compliance		
Registration State- ments	Boonsboro MD0034 Boonsboro MD0119	9/27/78 9/27/78
Petition for Special Relief or Waivers		

D. FCC Filings - General (Authorization for Signals & Frequencies) Cont'd

<u>Type</u>	<u>Community Name & FCC Number</u>	<u>Date</u>
Opposition to Petitions or COC's		
FCC Orders		
76.610 Requests		
76.610 FCC Grants		
76.610 Waivers		

E. FCC Annual Reports

- 1.
- Form 395A - Annual Employments Report
- List last five years' reports

<u>Employment Unit No.</u>	<u>Reflects Information for Month/Year</u>	<u>Date Filed</u>
	1982	8/31/82
002435	1983	6/22/83
	1984	5/9/84

- 2.
- 325 - Schedule - Community Unit Data
- List last two years' for each community

<u>Community & FCC Code No.</u>	<u>Reflects Information for Month/Year</u>	<u>Date Filed</u>
MD0034	Dec. 1981	6/22/82
MD0119	Dec. 1982	5/18/83

- 3.
- Form 325 - Schedule 2 - Physical System Data
- List all reports filed since 1977

<u>Physical System No.</u>	<u>Reflects information for Month/Year</u>	<u>Date Filed</u>
	Dec. 1980	12/2/81
5286	Dec. 1981	10/15/82
	Dec. 1982	12/16/83

003000

F. COPYRIGHT FILINGS - Register of Copyright

<u>Document</u>	<u>Lead Community</u>	<u>Type of Change</u>	<u>Date Filed</u>
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Initial Notice

N/A

Notice of Change

Statements of Account

<u>Reporting Period</u>	<u>Lead Community</u>	<u>Date Filed</u>
1/1 - 6/30/78		
7/1 - 12/31/78		
1/1 - 6/30/79		
7/1 - 12/31/79		
1/1 - 6/30/80		
7/1 - 12/31/80		
1/1 - 6/30/81		
7/1 - 12/31/81		
1/1 - 6/30/82		
7/1 - 12/31/82		
1/1 - 6/30/83		
7/1 - 12/31/83		
1/1 - 6/30/84		

Supplemental Statements (CRT Inflationary Adjustments
& FCC Deregulatory Adjustments)

<u>Accounting Period</u>	<u>Lead Community</u>	<u>Date Filed</u>
1/1-6/30/78		
7/1 - 12/31/78		
1/1 - 6/30/79		
7/1 - 12/31/79		
1/1 - 6/30/80		
7/1 - 12/31/80		
1/1 - 6/30/81		
7/1 - 12/31/81		
1/1 - 6/30/82		
7/1 - 12/31/82		
1/1 - 6/30/83		
7/1 - 12/31/83		
1/1 - 6/30/84		

003201

Other Amendments:

Accounting PeriodLead CommunityDate FiledG. FAA Tower ApprovalsLocation of TowerHeightFile No.Date of
FAA Approval

"EXHIBIT A" (cont'd) 003302

(Complete a separate Exhibit A for each CATV System)

A. Franchise Ordinances and Amendments

<u>Ordinance Number</u>	<u>City</u>	<u>Adoption Date</u>	Type (Granting franchise, approving rates, enabling franchise amendments or other)	<u>Expires</u>
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B. Pole Attachment Agreements, including Conduit and Buried Agreements

<u>Licensor or Lessor</u>	<u>Date</u>	<u>Expires</u>	<u>Rate</u>
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C. FCC Licenses

1. EARTH STATION:

<u>Document</u>	<u>Date Filed or Date Granted</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Applica- tion for:				
Construction permit				
License				
Modification				
Renewals				

003303

2. BUSINESS RADIO:

<u>Document</u>	<u>Date Filed or Grant Date</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Application for License				
Renewal Application				
License				
Renewals				

3. CARS

<u>Documents</u>	<u>Date Filed or Grant Date</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Application for:				
Construction permit				
License				
Modification				
Renewal				

D. FCC Filings - General (Authorization for Signals & Frequencies)

<u>Type</u>	<u>Community Name & FCC Code Number</u>	<u>Date</u>
Application for Certificate of Com- pliance		
Certificate of Compliance		
Registration State- ments	Mercersburg PA0936	9/27/78
	Mercersburg PA1643	9/27/78
	McConnellsburg PA0032	9/27/78
	McConnellsburg PA1644	9/27/78
Petition for Special Relief or Waivers		

D. FCC Filings - General (Authorization for Signals & Frequencies) Cont'd

<u>Type</u>	<u>Community Name & FCC Number</u>	<u>Date</u>
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Opposition to
Petitions or COC's

FCC Orders

76.610 Requests

76.610 FCC Grants

76.610 Waivers

E. FCC Annual Reports

1. Form 395A - Annual Employments Report - List last five years' reports

<u>Employment Unit No.</u>	<u>Reflects Information for Month/Year</u>	<u>Date Filed</u>
002435	1982	8/31/82
	1983	6/22/83
	1984	5/9/84

2. 325 - Schedule - Community Unit Data - List last two years' for each community

<u>Community & FCC Code No.</u>	<u>Reflects Information for Month/Year</u>	<u>Date Filed</u>
PA0936	Dec. 1981	5/28/82, 6/23/82
PA1643	Dec. 1982	5/18/83
PA0032		
PA1644		

3. Form 325 - Schedule 2 - Physical System Data - List all reports filed since 1977

<u>Physical System No.</u>	<u>Reflects information for Month/Year</u>	<u>Date Filed</u>
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F. COPYRIGHT FILINGS - Register of Copyright

<u>Document</u>	<u>Lead Community</u>	<u>Type of Change</u>	<u>Date Filed</u>
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Initial Notice

N/A

Notice of Change

Statements of Account

<u>Reporting Period</u>	<u>Lead Community</u>	<u>Date Filed</u>
1/1 - 6/30/78		
7/1 - 12/31/78		
1/1 - 6/30/79		
7/1 - 12/31/79		
1/1 - 6/30/80		
7/1 - 12/31/80		
1/1 - 6/30/81		
7/1 - 12/31/81		
1/1 - 6/30/82		
7/1 - 12/31/82		
1/1 - 6/30/83		
7/1 - 12/31/83		
1/1 - 6/30/84		

Supplemental Statements (CRT Inflationary Adjustments
& FCC Deregulatory Adjustments)

<u>Accounting Period</u>	<u>Lead Community</u>	<u>Date Filed</u>
1/1-6/30/78		
7/1 - 12/31/78		
1/1 - 6/30/79		
7/1 - 12/31/79		
1/1 - 6/30/80		
7/1 - 12/31/80		
1/1 - 6/30/81		
7/1 - 12/31/81		
1/1 - 6/30/82		
7/1 - 12/31/82		
1/1 - 6/30/83		
7/1 - 12/31/83		
1/1 - 6/30/84		

Other Amendments:

Accounting PeriodLead CommunityDate FiledG. FAA Tower ApprovalsLocation of TowerHeightFile No.Date of
FAA Approval

"EXHIBIT A" (cont'd) 003307

(Complete a separate Exhibit A for each CATV System)

A. Franchise Ordinances and Amendments

<u>Ordinance</u> <u>Number</u>	<u>City</u>	<u>Adoption</u> <u>Date</u>	Type (Granting franchise, approving rates, enabling franchise amendments or other)	<u>Expires</u>
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B. Pole Attachment Agreements, including Conduit and Buried Agreements

<u>Licensor or Lessor</u>	<u>Date</u>	<u>Expires</u>	<u>Rate</u>
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C. FCC Licenses

1. EARTH STATION:

<u>Document</u>	<u>Date Filed or</u> <u>Date Granted</u>	<u>Call</u> <u>Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Applica- tion for:				
Construction permit				
License				
Modification				
Renewals				

003208

2. BUSINESS RADIO:

<u>Document</u>	<u>Date Filed or Grant Date</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Application for License				
Renewal Application				
License				
Renewals				

3. CARS

<u>Documents</u>	<u>Date Filed or Grant Date</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Application for:				
Construction permit				
License				
Modification				
Renewal				

D. FCC Filings - General (Authorization for Signals & Frequencies)

<u>Type</u>	<u>Community Name & FCC Code Number</u>	<u>Date</u>
Application for Certificate of Com- pliance		
Certificate of Compliance		
Registration State- ments	Smithsburg MD0036 Smithsburg MD0120	9/27/78 9/27/78
Petition for Special Relief or Waivers		

003309

D., FCC Filings - General (Authorization for Signals & Frequencies) Cont'd

<u>Type</u>	<u>Community Name & FCC Number</u>	<u>Date</u>
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Opposition to
Petitions or COC's

FCC Orders

76.610 Requests

76.610 FCC Grants

76.610 Waivers

E. FCC Annual Reports

1. Form 395A - Annual Employments Report - List last five years' reports

<u>Employment Unit No.</u>	<u>Reflects Information for Month/Year</u>	<u>Date Filed</u>
	1982	8/31/82
002435	1983	6/22/83
	1984	5/9/84

2. 325 - Schedule - Community Unit Data - List last two years' for each community

<u>Community & FCC Code No.</u>	<u>Reflects Information for Month/Year</u>	<u>Date Filed</u>
MD0036	Dec. 1982	5/11/83, 5/18/83
MD0120	Dec. 1981	5/28/82, 6/22/82

3. Form 325 - Schedule 2 - Physical System Data - List all reports filed since 1977

<u>Physical System No.</u>	<u>Reflects information for Month/Year</u>	<u>Date Filed</u>
	Dec. 1980	12/2/81
7858-01	Dec. 1981	10/15/82
	Dec. 1982	12/16/83

F. COPYRIGHT FILINGS - Register of Copyright

<u>Document</u>	<u>Lead Community</u>	<u>Type of Change</u>	<u>Date Filed</u>
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Initial Notice

N/A

Notice of Change

Statements of Account

Reporting PeriodLead CommunityDate Filed

1/1 - 6/30/78
 7/1 - 12/31/78
 1/1 - 6/30/79
 7/1 - 12/31/79
 1/1 - 6/30/80
 7/1 - 12/31/80
 1/1 - 6/30/81
 7/1 - 12/31/81
 1/1 - 6/30/82
 7/1 - 12/31/82
 1/1 - 6/30/83
 7/1 - 12/31/83
 1/1 - 6/30/84

Supplemental Statements (CRT Inflationary Adjustments
 & FCC Deregulatory Adjustments)

Accounting PeriodLead CommunityDate Filed

1/1-6/30/78
 7/1 - 12/31/78
 1/1 - 6/30/79
 7/1 - 12/31/79
 1/1 - 6/30/80
 7/1 - 12/31/80
 1/1 - 6/30/81
 7/1 - 12/31/81
 1/1 - 6/30/82
 7/1 - 12/31/82
 1/1 - 6/30/83
 7/1 - 12/31/83
 1/1 - 6/30/84

Other Amendments:

Accounting PeriodLead CommunityDate FiledG. FAA Tower ApprovalsLocation of TowerHeightFile No.Date of
FAA Approval

2. BUSINESS RADIO:

003312

<u>Document</u>	<u>Date Filed or Grant Date</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
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Application
for LicenseRenewal
Application

License

Renewals

3. CARS

<u>Documents</u>	<u>Date Filed or Grant Date</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
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Application for:

Construction
permit

License

Modification

Renewal

D. FCC Filings - General (Authorization for Signals & Frequencies)

<u>Type</u>	<u>Community Name & FCC Code Number</u>	<u>Date</u>
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Application for
Certificate of Com-
plianceCertificate of
ComplianceRegistration State-
mentsPetition for Special
Relief or Waivers

"EXHIBIT A" (cont'd) 003313

(Complete a separate Exhibit A for each CATV System)

A. Franchise Ordinances and Amendments

<u>Ordinance Number</u>	<u>City</u>	<u>Adoption Date</u>	<u>Type (Granting franchise, approving rates, enabling franchise amendments or other)</u>	<u>Expires</u>
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B. Pole Attachment Agreements, including Conduit and Buried Agreements

<u>Licensor or Lessor</u>	<u>Date</u>	<u>Expires</u>	<u>Rate</u>
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C. FCC Licenses

1. EARTH STATION:

<u>Document</u>	<u>Date Filed or Date Granted</u>	<u>Call Sign</u>	<u>Location</u>	<u>Exp. Date</u>
Applica- tion for:				
Construction permit				
License				
Modification				
Renewals				

D. FCC Filings - General (Authorization for Signals & Frequencies) Cont'd

<u>Type</u>	<u>Community Name & FCC Number</u>	<u>Date</u>
-------------	--	-------------

Opposition to
Petitions or COC's

FCC Orders

76.610 Requests

76.610 FCC Grants

76.610 Waivers

E. FCC Annual Reports

1. Form 395A - Annual Employments Report - List last five years' reports

<u>Employment Unit No.</u>	<u>Reflects Information for Month/Year</u>	<u>Date Filed</u>
----------------------------	--	-------------------

2. 325 - Schedule - Community Unit Data - List last two years' for each community

<u>Community & FCC Code No.</u>	<u>Reflects Information for Month/Year</u>	<u>Date Filed</u>
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3. Form 325 - Schedule 2 - Physical System Data - List all reports filed since 1977

<u>Physical System No.</u>	<u>Reflects information for Month/Year</u>	<u>Date Filed</u>
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F. COPYRIGHT FILINGS - Register of Copyright

<u>Document</u>	<u>Lead Community</u>	<u>Type of Change</u>	<u>Date Filed</u>
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Initial Notice

N/A

Notice of Change

Statements of Account

<u>Reporting Period</u>	<u>Lead Community</u>	<u>Date Filed</u>
1/1 - 6/30/78		
7/1 - 12/31/78		
1/1 - 6/30/79		
7/1 - 12/31/79		
1/1 - 6/30/80		
7/1 - 12/31/80		
1/1 - 6/30/81		
7/1 - 12/31/81		
1/1 - 6/30/82		
7/1 - 12/31/82		
1/1 - 6/30/83		
7/1 - 12/31/83		
1/1 - 6/30/84		

Supplemental Statements (CRT Inflationary Adjustments
& FCC Deregulatory Adjustments)

<u>Accounting Period</u>	<u>Lead Community</u>	<u>Date Filed</u>
1/1-6/30/78		
7/1 - 12/31/78		
1/1 - 6/30/79		
7/1 - 12/31/79		
1/1 - 6/30/80		
7/1 - 12/31/80		
1/1 - 6/30/81		
7/1 - 12/31/81		
1/1 - 6/30/82		
7/1 - 12/31/82		
1/1 - 6/30/83		
7/1 - 12/31/83		
1/1 - 6/30/84		

476

003316

Other Amendments:

Accounting Period

Lead Community

Date Filed

G. FAA Tower Approvals

Location of Tower

Height

File No.

Date of
FAA Approval

EXHIBIT C
THE REAL PROPERTY

003317

Leasehold Conveyances

- A. Parcel 1 - (The Walter D. Bromley Tract) - 2,000 square feet of land, together with access to and from Route 77, situate east of Smithsburg, in Washington County, Maryland.
- B. Parcel 2 - (The Leister Bryant Stottlemeyer Tract) - 400 square feet, together with access to and from Route 77, situate east of Smithsburg and on the North side of Maryland Route 77.
- C. Parcel 3 - (The Alvey R. Gigeous Tract) - 2,000 square feet of land, together with access to and from Alternate U.S. Route 40, in Washington County, Maryland.

PARCEL 1
(The Walter D. Bromley, Jr. Lease)

All of the Transferor's right, title, and interest in a Lease Agreement with Walter D. Bromley, Jr. dated 6 April 1981 for a tract of land measuring forty (40) feet by fifty (50) feet and containing approximately 2000 square feet of land and which is to be or has been precisely located by Walter D. Bromley, Jr. and the Transferor together with access to and from Maryland Route 77. The parcel of land and right of way is east of Smithsburg, Washington County, Maryland and is the southeast corner of the Murphy tract, Smithsburg Orchards and which contains 30 acres, more or less, and which is more particularly described in Liber _____, folio _____, one of the land records of Washington County, Maryland.

PARCEL 2

(The Leister Bryant Stottlemeyer, Jr. Tract)

All of the Transferor's right, title, and interest in a Lease Agreement with Leister Bryant Stottlemeyer, Jr. and Mary Ann Stottlemeyer, his wife, dated 17 March 1982 for a parcel of real estate, the location of which shall be precisely designated by Leister Bryant Stottlemeyer, Jr. and his wife and Transferor, together with access to and from Maryland Route 77, situate east of Smithsburg, on the North side of said Route 77, in Washington County, Maryland, more particularly described as follows:

Beginning at a point in the east boundary of the real estate of Leister Bryant Stottlemeyer and his wife approximately 200 feet south of the northeast corner of Stottlemeyers' real estate, thence in a westerly direction a distance of 20 feet, thence in a southerly direction a distance of 20 feet, thence in an easterly direction a distance of 20 feet to the said east boundary of Stottlemeyers' real estate, thence with said east boundary 20 feet in a northerly direction to the point of beginning containing approximately 400 square feet.

And being a part of the southern portion of the same real estate granted and conveyed from R. Emerson Ridenour and Sara Jane Ridenour, his wife, unto said Leister Bryant Stottlemeyer, Jr. and Mary Ann Stottlemeyer, his wife, by deed dated October 5, 1963, and recorded among the land records of Washington County, Maryland, in Liber 399, folio 307.

Together with access from the said Route 77 over the remainder of Leister Bryant Stottlemeyer and his property to the leased parcel, for the purpose of this lease agreement, provided, however, that Lessee shall pay the maintenance of said right-of-way proportionate to Lessee's use thereof.

(The Alvey R. Gigeous Tract)

All of the Transferor's right, title, and interest in a Lease Agreement by and between Alvey R. Gigeous and Naomi G. Gigeous dated 13 October 1980 for a tract measuring approximately forty (40) feet by fifty (50) feet of land, containing approximately 2,000 square feet, to be precisely designated by Alvey R. Gigeous and his wife and Transferor together with access to and from Alternate U.S. Route 40 South (National Pike Road), situate in Washington County, Maryland and being the Northeast corner of the 1.1 acre tract of real estate conveyed to Alvey R. Gigeous and his wife by deed which is recorded at Liber 316, folio 237, together with access to the Lessee from the said Route U.S. 40 over the remainder of said 1.1 acres to the leased parcel for the purpose of this lease agreement, provided, however, that Lessee shall pay the maintenance of said right-of-way proportionate to Lessee's use thereof.

Being part of the same property conveyed by Alvey C. Zittle, widower, to Naomi C. Gigeous and Alvey R. Gigeous, her husband, by a deed dated 12 October 1956 and recorded in Liber 316, folio 237, one of the land records of Washington County, Maryland.

ARTICLES OF SALE AND TRANSFER

BETWEEN

TRI-STATE CABLE, T.V., INC. (MD CORP.) TRANSFEROR

AND

CABLE FRANCHISES, INC. (DE CORP.)

TRANSFEREES

CMA CABLEVISION ASSOCIATES, XI (A PA LIMITED PARTNERSHIP)

"

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND DECEMBER 31, 1984 AT 11:40 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER **2691**, FOLIO **003218** OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ 154.00	38.50 \$ _____
Cert. of Conv.-Fred. Co.-Land Recds. 4.00	4.00	
Cert. of Conv.-Wash. Co.-Land Recds. 4.00	4.00	
	<u>162.00</u>	

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 DEPARTMENT AT BALTIMORE.

Per [Signature]



A 168913

Received for Record June 25, 1985 at 3:48 o'clock P.M. Liber 34

8 16
RECORD 1.25
8 SUB 1.25
04 4757 6-25 P3:48

A special meeting of the Board of Directors of The Thumma Motor Company was held at the office of the company, 219 Frederick St., Hagerstown, Md on Dec. 30, 1984.

The purpose of the meeting was to designate a change in the resident agent as required by the Maryland Department of Assessments and Taxations.

The resolution adopted is as follows:

The Board of Directors of The Thumma Motor Company, a corporation organized in the state of Maryland on December 30, 1935 duly approved a resolution as follows:

RESOLVED: That the resident agent of the corporation is changed to A. Fred Thumma, Jr.
2150 Fairfax Road Hagerstown, Maryland 21740

I, Wayne E. Kiser, secretary of The Thumma Motor Company certify under the penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

Wayne E. Kiser, Secretary

Corporate Seal

DIRECTORS:

A. Fred Thumma, Jr.

Alvin F. Thumma III

Wayne E. Kiser

N. Kenneth Diffenderfer

1985 FEB 15 A 10:07

50453230

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

483

OF

THE THUMMA MOTOR COMPANY

received for record February 15, 1985

, at 10:07 A.M.

and recorded on Film No. 2696

Frame No. 303518

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N^o 21336

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	

Return to: A. Fred Thumma, Jr.
2150 Fairfax Road
Hagerstown, Maryland 21740

rc

Received for Record June 25, 1985 at 3:48 o'clock P.M.
Liber 34

RECORD 5.00
B SUB 6.25
04 4758 6-25 P3:48

1985 JAN 22 A 10:35

THE FELLOWSHIP OF LOVE CENTER, INC.

Articles of Voluntary Dissolution

THE FELLOWSHIP OF LOVE CENTER, 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 post office address of the principal office of the Corporation in the State of Maryland is # 9 Club House Road, 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 is Edward F. Eberly, whose address is 9 Club House Road, Hagerstown, Maryland 21740

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

Edward F. Eberly, #9 Club House Road, Hagerstown, Md. 21740

Vern Hancock, ~~115 Holly Terrace~~, Hagerstown, Md. 21740

~~SABINA M EBERLY 9 CLUB HOUSE DRIVE, HAGERSTOWN MD 21740~~

Vern Hancock 1720 Burnside Ave. Hagerstown, Md. 21740

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

1. Edward F. Eberly Pastor & Chairman of Board of Directors
9 Club House Drive, Hagerstown Md 21740

2. Sabina M Eberly Administrative Director
9 Club House Drive, Hagerstown Md 21740

3. Vern Hancock Secular & Recording Director
1720 Burnside Ave Hagerstown Md 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 Trustees of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the members of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous written information action of and duly executed by all members of the Corporation, duly approved by the members 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.

50228134

BELL, CORNELIUS, SHORE & WILSON, P.A.
8937 SHADY GROVE COURT
GAITHERSBURG MARYLAND 20877

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, THE FELLOWSHIP OF LOVE CENTER, 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 31ST day of AUGUST, 1984, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of THE FELLOWSHIP OF LOVE CENTER, 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:

THE FELLOWSHIP OF LOVE
CENTER, INC.

Dolores M. Elberly
Secretary

Edward F. Elberly
President

BELL, CORNELIUS, SHORE & WILSON, P.A.

8937 SHADY GROVE COURT

GAITHERSBURG MARYLAND 20877



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

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

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

THE FELLOWSHIP OF LOVE - CENTER INC.

have been paid.

WITNESS my hand and official seal this

19TH day of DECEMBER A.D. 19 84.

A handwritten signature in cursive script, reading "Patricia A. McKeel".

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

ARTICLES OF DISSOLUTION
OF
THE FELLOWSHIP OF LOVE CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 22, 1985 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2694, FOLIO 001430, OF THE 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

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Dean W. Fisher



A 170598

FLYNN ENTERPRISES, 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 Flynn Enterprises, Inc.

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

(1) To engage in the business of operating a restaurant establishment; 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 416 Salem Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Mike Flynn of Route 6, Box 214A, 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 (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:

Mike Flynn
Debbie Flynn

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.

50378082

(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 1st day of February, 1985, and I acknowledge the same to be my voluntary act and deed.

Friedman Schlossberg
Witness

R. Schlossberg (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
FLYNN ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 06, 1985 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2697, FOLIO 000803, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1866375

5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 171674

ARTICLES OF INCORPORATION
OF
LOCKETT & LOCKETT, INC.

A CLOSE CORPORATION UNDER TITLE 4.

RECORD 5.00
B SUB 16.25
04 4760 6-25 P3:49

1. The undersigned Herbert R. Lockett, whose post office address is 110 Windsor Drive, Hagerstown, Maryland, 21740, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.
2. The name of the corporation (which is hereafter called the corporation) is LOCKETT & LOCKETT, INC.
3. The corporation shall be a close corporation as authorized by title 4.
4. The purposes for which the corporation is formed are as follows:

To carry on all of the business functions of an advertising and design firm and do all other things necessary and relating thereto;

To carry on the business of public realtions and marketing and to do all things necessary and relating thereto;

To purchase, acquire, hold and dispose of the stocks, bonds, and other evidences of indebtedness of any corporation, domestic or foreign, and to issue in exchange therefor its stocks, bonds, or other obligations, and to exercise in respect thereof, all the rights, powers, and privileges of individual owners, including the right to vote thereon; and to aid in any manner permitted by law any corporation of which any bonds or other securities or evidences of indebtedness or stoks are held by this corporation, and to do any acts or things designed to protect, preserve, improve or enhance the value of any such bonds or other securities or evidence of indebtedness or stock.

5. The post office address of the principal office or the corporation in Maryland is - 110 Windsor Drive, Hagerstown, Washington County, Maryland, 21740. ✓

The name of the resident agent is Herbert R. Lockett of 110 Windsor Drive, Hagerstown, Washington County, Maryland, 21740. ✓

6. 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 (no par) 0 per share, all of one class, and having no aggregate value.
7. The number of directors of the Corporation shall be two which may be increased or decreased pursuant to the bylaws of the corporation, but shall never be 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; Herbert R. Lockett and Mary M. Lockett of 110 Windsor Drive, Hagerstown, Maryland, 21740.

60288026

8. The following provisions are hereby adopted for the purposes of defining, limiting and regualtingthe powers of the corporation and of the directors and stockholders:

As per the corporate bylaws of Lockett & Lockett, Inc.

10. The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on January 25, 1985, and severally acknowledge the same to be my act.


Herbert R. Lockett

ARTICLES OF INCORPORATION
OF
LOCKETT & LOCKETT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 25, 1985 AT 03:37 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2696, FOLIO 003756 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1864792
5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



G. B. Quinn
A 171566

495
003054

Received for Record June 25, 1985 at 3:50 o'clock P.M. Liber 34

1985 JAN 31 A 10:54

ARTICLES OF INCORPORATION

OF

UNIFORMS, INC.

RECORD 5.00
B SUB 21.25
04 4761 6-25 P3:50

THIS IS TO CERTIFY:

FIRST: WE, RONALD A. CONRAD, whose post office address is 111 East Longmeadow Road, Hagerstown, Maryland 21740, and NANCY L. CONRAD, whose post office address is 111 East Longmeadow Road, Hagerstown, Maryland 21740, both 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
UNIFORMS, INC.

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

(1) To engage in the wholesale and retail purchase and sale of uniforms, shoes, career apparel, and accessories of all kinds.

(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 111 East Longmeadow

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

50318114

Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Ronald A. Conrad, 111 East Longmeadow Road, Hagerstown, Maryland 21740. 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 (\$100,000.00) Dollars par value, divided into ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

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: Ronald A. Conrad, Nancy L. Conrad, and William A. Conrad.

VID K. POOLE, JR.
ATTORNEY AT LAW
RSTOWN TRUST BLDG.
EST WASHINGTON ST.
ERSTOWN, 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.

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 duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 26 day of JANUARY, 1985, and we acknowledge the same to be our act.

WITNESS:

Sarah K. Clever

Ronald A. Conrad (SEAL)
Ronald A. Conrad

Sarah K. Clever

Nancy L. Conrad (SEAL)
Nancy L. Conrad

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28th day of January, 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared RONALD A. CONRAD and NANCY L. CONRAD, 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.

DAVID K. POOLE, JR.
ATTORNEY AT LAW
ERSTOWN TRUST BLDG.
WEST WASHINGTON ST.
ERSTOWN, MARYLAND
21740

Julia A. Haselmann
Notary Public

My Commission Expires:
July 1, 1986.

ARTICLES OF INCORPORATION
OF
UNIFORMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 31, 1985 AT 10:54 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2696, FOLIO 603053, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ 5.00

D1863976

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Dean W. Kuhn



A 171484

THE HAGERSTOWN SURGICAL CLINIC,
DRS. CRAIG, MARSH & OAKLEY, P.A.ARTICLES OF AMENDMENTRECORD 5.00
3 508 26.25
04 4762 6-25 P3:50

The Hagerstown Surgical Clinic, Drs. Craig, Marsh & Oakley, P.A., a Maryland Professional Service Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certified to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article Second as amended:

SECOND: The name of the Corporation is:

The Hagerstown Surgical Clinic,
Drs. Craig, Marsh & Oakley, P.A.

and inserting in lieu thereof the following:

The Hagerstown Surgical Clinic, ✓
Drs. Craig & Marsh, P.A.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held August 23, 1984 adopted a Resolution in which was set forth the foregoing amendment to the Charter declaring that said amendment was advisable and directing that it be submitted for action thereon at the Special Meeting of the Stockholders of the Corporation to be held August 24, 1984.

THIRD: Notice setting forth the said amendment of Charter and stating that the 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

1985 FEB - 1 A 3:50

50328006

thereon. The amendment of the Charter of the Corporation as set forth above was approved by the Stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of The Hagerstown Surgical Clinic, Drs. Craig, Marsh & Oakley, 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, 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:

THE HAGERSTOWN SURGICAL CLINIC,
DRS. CRAIG, MARSH & OAKLEY, P.A.

Carole Parks
Carole Parks
Secretary

By: John R. Marsh
John R. Marsh
President

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

I HEREBY CERTIFY, that on this 12th day of December, A.D., 1984, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John R. Marsh, President of The Hagerstown Surgical Clinic, Drs. Marsh, Craig & Oakley, P.A., 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.

Witness my hand and official Notarial Seal.



Notary Public



My Commission Expires:
1 July 1986

ARTICLES OF AMENDMENT

OF

THE HAGERSTOWN SURGICAL CLINIC DRS. CRAIG, MARSH & OAKLEY, P.A.

Changing its name to

THE HAGERSTOWN SURGICAL CLINIC, DRS. CRAIG & MARSH, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 1, 1985 AT 8:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2695, FOLIO 000486 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ _____

RECORDING FEE PAID:

\$ 20.00

SPECIAL FEE PAID:

\$ _____

5.00

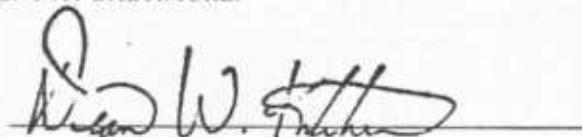
TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 171146

RECORD 5.50
B SUB 31.75
04 4763 6-25 P3:51

Received for Record June 25, 1985 at 3:51 o'clock P.M.
Liber 34

1985 JAN 24 A 10:25

ARTICLES OF INCORPORATION

OF

HAIR AFTER STYLE CENTER, INC.

THIS IS TO CERTIFY:

FIRST: That the undersigned, Larry W. Craig, whose post office address is 114 Greenwood Drive, Hagerstown, Maryland 21740, 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 referred to as the "Corporation") is:

HAIR AFTER STYLE CENTER, 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 engage in the business of hair and beauty care sales and service.

(b) To engage in manufacturing, distributing, and selling at wholesale or at retail, in Maryland, and in any other state, and in any foreign country, and in any part of the world.

(c) To purchase or otherwise acquire, own, and hold, such real and personal property of every kind and description, within and without the State of Maryland, or any part of the world, suitable, necessary or useful or advisable in connection with any or all of the objects hereinbefore or hereinafter set forth, and to convey, sell, assign, transfer, lease, mortgage, pledge, exchange or otherwise dispose of any of such property.

50248111

(d) Without in any particular limiting any of the objects, purposes, or powers of the corporation, the business or purposes of the corporation shall be from time to time to do any one or more, or all of the acts and things herein set forth, and all such other acts, things and business or businesses in any manner connected therewith or necessary, incidental, convenient or auxiliary thereto, or calculated directly or indirectly to promote the interests of the corporation or enhance the value of or render profitable any of its property or rights, as such a corporation may lawfully do; in carrying on its business or for the purpose of attaining or furthering any of its objects to do any and all acts and to exercise any and all other powers which a co-partnership or natural person could do and exercise and which now or hereafter may be authorized by law either as or by and through principals, agents, attorneys, trustees, contractors, factors, lessors, lessees, or otherwise, either alone or in conjunction with others, and in any part of the world; and, in addition, to have and to exercise all the rights, powers and privileges now or hereafter belonging to or conferred upon corporations organized under the provisions of the laws of the State of Maryland authorizing the formation of such corporations.

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

(f) The foregoing clauses shall be construed both as objects and powers, but no recitation, expression or declaration or specification of special powers or purposes herein enumerated shall be deemed to be exclusive, but it is hereby expressly declared that all other lawful powers not inconsistent therewith are hereby included.

(g) The Corporation reserves the right to amend, alter, enlarge, change in any way, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter authorized, permitted or prescribed by statute, and all rights, powers, privileges and restrictions conferred on stockholders are granted subject to this reservation, except to the extent that the same may be expressly declared not to be subject to this reservation.

FOURTH: The Post Office address of the place at which the principal office of the Corporation in this State will be, is 114 Greenwood Drive, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Larry W. Craig, whose post office address is 114 Greenwood Drive, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

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 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 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 never 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:

Larry W. Craig
Carol Craig
Lisa Craig

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares, common stock, with a par value of \$1.00 per share, or an aggregate par value of \$1,000.00.

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

be pecuniarily 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, with like force and effect as if he were not such Director or officer of such other corporation or not so interested.

EIGHTH: 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, 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 the bonds or other evidences of indebtedness of the Corporation, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

NINTH: 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 considerations 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.

TENTH: The holders of the shares of the common stock of the Corporation shall not have any pre-emptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized.

ELEVENTH: The Corporation shall indemnify any Director, officer or employee, or former Director, officer or employee of the Corporation, or any person who may have served at its request as a Director, officer or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such Director, officer or employee, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty. The Corporation may also reimburse to any Director, officer or employee the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the Directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the Corporation that such settlement be made and that such Director, officer or employee may be entitled under any By-Law, vote of shareholders, or otherwise.

TWELFTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation
on this 19 day of January, 1985.

Larry W. Craig
Larry W. Craig

STATE OF MARYLAND, COUNTY OF *Washington* TO WIT:

I HEREBY CERTIFY that on this 19 day of January, 1984, before me, a Notary Public in and for the State and County aforesaid, personally appeared Larry W. Craig, and acknowledged the foregoing Articles of Incorporation to be his act.

Wallace S. Matheny Jr.
Notary Public

My Commission Expires:

7/1/86



ARTICLES OF INCORPORATION
OF
HAIR AFTER STYLE CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
JANUARY 24, 1985 10:25 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2695, FOLIO 000824 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 22

SPECIAL FEE PAID:
\$

D1862333

5.50

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Quinn



A 170929

TRI-STATE CARPENTRY, INC.
A Maryland Close Corporation
Organized Pursuant to Title Four of
Corporations and Associations Article
of the Annotated Code of Maryland

1985 JAN -9 P 1:26

RECORD 5.00
2 SUB 36.75
04 4764 6-25 P3:51

ARTICLES OF INCORPORATION

FIRST: I, S. Jeanette Williams whose post office address is 106 Planters Lane, Keedysville, Maryland 21756 being at least eighteen (18) years of age, hereby, ~~form a corporation~~ in virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is TRI-STATE CARPENTRY, 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 offer carpentry services and perform general construction work.

(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 106 Planters Lane, Keedysville, Maryland 21756. The name and post office address of the Resident Agent of the Corporation in this State is S. Jeanette Williams, 106 Planters Lane, Keedysville, Maryland 21756. 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 10,000 shares of common stock, having a par value of \$10.00 per share for an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

SEVENTH: The number of directors shall be one (1) which number may be increased or decreased pursuant to the By-Laws of

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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 S. Jeanette Williams.

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 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 8 day of JANUARY, 1985, and I acknowledge the same to be my act.

William H. Van

S. Jeanette Williams

ARTICLES OF INCORPORATION
OF
TRI-STATE CARPENTRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
JANUARY 21, 1985 11:07 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2694, FOLIO 003675, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1861533

5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



Paul B. Carlson

A 170849

Received for Record June 25, 1985 at 3:51 o'clock P.M.

Liber 34

1985 JUN 14 A 10:24

AERCO OF HAGERSTOWN, INC.

ARTICLES OF INCORPORATION

RECORD	5.50
8 SUB	42.25
04 4765	6-25 P3:51

A Maryland Close Corporation Organized Pursuant to Title 4
of the Corporations & Associations Articles
of the Annotated Code of Maryland

FIRST: I, Bernard A. Young, whose post office address is
Route 4, Box 221A1, Smithsburg, Maryland 21783, 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 AERCO OF HAGERSTOWN, INC.

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

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

(1) To acquire by purchase or in any other manner and to
take, receive, hold, use and employ, sell, mortgage or otherwise
encumber, lease, dispose of and otherwise transact a business in
the sale, rental, purchase, and leasing of construction
equipment.

(2) To lend money and to negotiate loans, and to purchase,
sell, exchange and invest in stocks, scrip, bonds, debentures,

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shares, commercial papers, certificates of indebtedness, bills of exchange, trade acceptances, accounts receivable, mortgages and any other debts or evidence of debts payable by any debtor to a creditor.

(3) To acquire by purchase, lease or otherwise, the property, rights, business goodwill, franchises, or assets of any kind and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation now or hereafter engaged in any business which the Corporation may lawfully conduct and to pay for the same in cash, stock, or bonds of this Corporation or otherwise.

(4) To purchase or otherwise acquire any and all letters of patent and similar rights granted by the United States or any other country or government, licenses and the like or any other interest therein, or any inventions, processes and formulae which may seem capable of being used for or in connection with any of the objects or purposes of the Corporation, and to use, develop, sell and grant licenses in respect to or other interests in the same; to purchase, acquire, apply for, register, secure, hold, own or sell, or otherwise dispose of, any and all copyrights, trademarks, tradenames and distinctive marks.

(5) To endorse, guarantee, indemnify and make secure and punctual performance of any obligations, covenants or chooses in action, of any other person, firm, corporation, state, city, county, or municipality.

(6) To invest the capital of this Corporation for profit.

(7) To use or deal in money or wealth in any fashion.

(8) To purchase or otherwise acquire, to hold and to sell or otherwise dispose of, and to reissue the shares of its own capital stock of any class and to deal in its own securities.

In general, to do any and all the things hereinabove set forth and such other things as are incidental or conducive to the attainment of the objects of purposes of the Corporation, as principal, factor, agent, contractor, or otherwise, either alone or in carrying on its business, and for the purpose of furthering or attaining any of its objects, to make and perform contracts of any kind and description, and to do such acts and things and to exercise any and all such powers to the same extent a natural person might or could lawfully do, provided the same are not inconsistent with the By-Laws under which this Corporation is organized.

The above powers of the Corporation are in furtherance and not in limitation of the general powers conferred by law on the Corporation and shall be deemed to have the power to do any

001463

thing 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 Route 4, Box 221A1, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Bernard A. Young, Route 4, Box 221A1, Smithsburg, Maryland 21783. 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 two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the directors, who shall act until the first annual meeting or until there successor is duly chosen and qualified are: Bernard A. Young and Margaret E. Young.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3 day of January, 1985, and I acknowledge the same to be my act.

Bernard A. Young
Bernard A. Young

**AERCO**

001464



AIR EQUIPMENT RENTAL COMPANY, INC.
5501 O'DONNELL STREET
BALTIMORE, MARYLAND 21224
PHONE: (301) 633-7000

December 31, 1984

Mr. Bernard A. Young
Route #4 221A1
Smithburg, MD 21783

Dear Mr. Young:

As you know, the name AERCO is appropriately trade-marked with the Secretary of State of Maryland. It is not trade-marked under Federal law, however.

AERCO Distributors, Inc. will permit you to use the name AERCO in your corporate name, provided that there is a separate Maryland corporation existing (or formed) that uses the name. AERCO Distributors, Inc. does not desire to be responsible in any way for the operation of entities that may be licensed by AERCO Distributors, Inc. to use the name AERCO in Maryland.

AERCO Distributors, Inc. reserves the right to withdraw its consent to the use of the word AERCO upon thirty (30) days' notice.

While we cannot work with you on such things as pricing products to the public due to anti-trust laws, we can cooperate in buying efforts and in many other areas that could be mutually beneficial.

Kindly confirm this promptly by signing below and returning the original to us.

Very truly yours,

William S. Hendricks

William S. Hendricks
President

WSH:blh

Bernard A. Young
Signature _____ Title _____
1/3/85
Date _____

Letter of Consent

ARTICLES OF INCORPORATION
OF
AERCO OF HAGERSTOWN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 14, 1985 AT 10:24 A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2693, FOLIO 001459, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 22

SPECIAL FEE PAID:
\$

D1856202

5.50

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Handwritten Signature]



A 170321

Received for Record June 25, 1985 at 3:52 o'clock P.M.
Liber 34

S & N MOTEL MANAGEMENT, INC.

(a close corporation under Title 4)

ARTICLES OF INCORPORATION

1985 JUN 11 AM 9:41

RECORD
SUB
4765

5.00
47.25
6-25 P3:52

FIRST: The undersigned, STUART R. ROMBRO, whose post office address is 25 S. Calvert Street, Baltimore, Maryland (21202), 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 S & N MOTEL MANAGEMENT, INC.

THIRD: The corporation shall be a close corporation as authorized by Title 4.

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

- (1) To manage motels.
- (2) 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 this State and in any part of the world.

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

FIFTH: The post office address of the principal office of the Corporation in Maryland is 1716 Dual Highway, Hagerstown, Maryland. The name and post office address of the resident agent of the Corporation in Maryland is Stuart R. Rombro, 25 S. Calvert Street, Baltimore, Maryland (21202). Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is fifty thousand (50,000) shares of the par value of One (\$1.00) Dollar per share, all of one class, and having an aggregate par value of Fifty Thousand (\$50,000.00) Dollars.

50118031

SEVENTH: After the completion of the organizational meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have two directors, whose names are Nancy Chang & Shan-Leong Chang.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 10th day of January, 1985, and I acknowledge the same to be my act.

WITNESS:

Kathleen Ameseiba

Stuart R. Rombro
Stuart R. Rombro

ARTICLES OF INCORPORATION
OF
S & N MOTEL MANAGEMENT, INC..

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 11, 1985 AT 09:41 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2693, FOLIO 001243 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1858865

5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

R. B. Quinn



A 170287

Received for REcord June 25, 1985 at 3:52 o'clock p.M. Liber 34 001304

ARTICLES OF MERGER

MERGING G. A. STEWART ENTERPRISES, INC.

INTO

G. A. STEWART ENTERPRISES OF MARYLAND, INC.

RECORD 5.00
8 948 52.25
84 4767 8-25 73:52

FIRST: G. A. Stewart Enterprises of Maryland, Inc., a corporation organized and existing under the laws of the State of Maryland, and G. A. Stewart Enterprises, Inc., a corporation organized and existing under the laws of the State of Delaware, agree that G. A. Stewart Enterprises, Inc. shall be merged into G. A. Stewart Enterprises of Maryland, 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: G. A. Stewart Enterprises of Maryland, Inc., a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name G. A. Stewart Enterprises, Inc. as amended in SECTION FOURTH of these Articles of Merger.

THIRD: The parties to the Articles of Merger are: G. A. Stewart Enterprises, Inc., a corporation organized on the 10th day of February, 1979 under the General Corporation Law of the State of Delaware, and G. A. Stewart Enterprises of Maryland, Inc., a corporation organized and existing under the laws of the State of Maryland, on the 23rd day of August, 1984. The Delaware corporation was qualified to do business in the State of Maryland on July 27, 1979.

FOURTH: The charter of the surviving corporation is amended as follows:

59178081



"The name of the corporation as set forth in Section SECOND of the Articles of Incorporation of G. A. Stewart Enterprises of Maryland, Inc. is hereby amended to G. A. Stewart Enterprises, Inc."

In all other respects, the Articles of Incorporation of the Maryland corporation remain the same.

FIFTH: The total number of shares of stock of all classes which said G. A. Stewart Enterprises, Inc., the Delaware corporation, has authority to issue is 1,000 shares of common stock without par value. The total number of shares of capital stock of G. A. Stewart Enterprises of Maryland, Inc. which it has authority to issue is 1 million shares of common stock with a par value of \$1.00 per share.

SIXTH: The number of outstanding shares of each class of G. A. Stewart Enterprises, Inc., the Delaware corporation, and the number of shares of each class owned by G. A. Stewart Enterprises of Maryland, Inc., the Maryland corporation, is as follows:

<u>Class</u>	<u>Total Shares Outstanding</u>	<u>Shares owned by G. A. Stewart Enterprises of Maryland, Inc.</u>
Common	420	420

Each share of the capital stock of the surviving corporation which is issued and outstanding on the effective date as defined in Article NINTH herein shall remain outstanding as one share of capital stock of the surviving corporation.

SEVENTH: The principal office of G. A. Stewart Enterprises, Inc., a Delaware corporation, within the State of Maryland is located at 300 West Franklin Street, Hagerstown, Washington County, Maryland, 21740. That corporation owns no property in Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

EIGHTH: The principal office of G. A. Stewart Enterprises of Maryland, Inc. is 300 West Franklin Street, Hagerstown, Maryland, 21740.

NINTH: The Board of Directors of both corporations on August 24, 1984 and January 3, 1985, by majority vote of the entire Board of Directors duly adopted a resolution declaring that a merger substantially upon the terms and conditions set forth in these Articles of Merger was advisable and directing their submission to a meeting of the stockholders directly there following pursuant to waiver of notice to the stockholders. The Articles of Merger were then submitted to and approved by the unanimous vote by all of the votes entitled to be cast thereon at the meeting of the stockholders. The effective date of this merger is the time when the Department of Assessments & Taxation of Maryland accepts the Articles of Merger. These Articles of Merger were duly advised, authorized and approved in the manner and by the vote required by the laws of Maryland and the State of Delaware.

TENTH: Upon the effective date, the merger provided for by these Articles of Merger shall become effective and the separate existence of the Delaware corporation except insofar as continued by statute shall cease on the date of the approval of these Articles of Merger by the States of Maryland and Delaware.

ELEVENTH: The location of the principal office as now stated by the Delaware corporation is 100 West 10th Street, Wilmington, Delaware, and the Resident Agent is the Corporation Trust Company. The Resident Agent of the Maryland corporation shall remain as George A. Stewart, 300 West Franklin Street, Hagerstown, Maryland, 21740.

IN WITNES WHEREOF, G. A. Stewart Enterprises of Maryland, Inc., a Maryland corporation, and G. A. Stewart Enterprises, Inc., a Delaware corporation, the corporations parties to this merger, 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 to by their respective Secretaries as of September 1, 1984.

ATTEST:

G. A. STEWART ENTERPRISES, INC.


Barbara Stewart
Barbara Stewart, Secretary

BY:


George Stewart, President

ATTEST:


G. A. STEWART ENTERPRISES OF MARYLAND,
INC.


Barbara Stewart
Barbara Stewart, Secretary

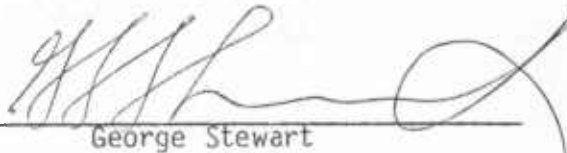
BY:


George Stewart, President

THE UNDERSIGNED, President of G. A. Stewart Enterprises, 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 herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


George Stewart

THE UNDERSIGNED, President of G. A. Stewart Enterprises of Maryland, 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 herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.


George Stewart

ARTICLES OF MERGER

MERGING

G. A. STEWART ENTERPRISES, INC. (DE CORP.)

INTO

G. A. STEWART ENTERPRISES OF MARYLAND, INC. (MD CORP.) SURVIVOR

Changing its name to

G. A. STEWART ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JANUARY 17, 1985 AT 9:58 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2294, FOLIO 001303, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ _____

RECORDING FEE PAID:

\$ 20.00

SPECIAL FEE PAID:

\$ _____

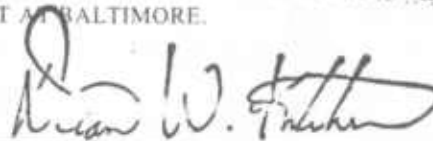
5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 170257

Received for Record JUNE 25, 1985 at 3:53 o'clock P.M.

002810

529

Liber 34

ARTICLES OF INCORPORATION

OF

LIONEL D. THOMPSON, INC.
(A Close Corporation)

RECORDS 5.00
57.25
04 4768 6-25 P3:53

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 LIONEL D. THOMPSON, INC.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

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

To provide engineering consulting services in the field of automotive and truck manufacturing and design, and other applications of the use of internal combustion and diesel engines, accessories and related components.

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.

50108246

FIFTH: The post office of the principal office of the Corporation in this State is 402 Meadowbrook Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Lionel D. Thompson, 402 Meadowbrook Road, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one share (1) with no par value .

SEVENTH: The Corporation elects to have no board of directors. Lionel D. Thompson will serve as director until the election to have no board of directors becomes effective.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 7 day of January, 1985.

WITNESS:

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

I HEREBY CERTIFY, that on this 7 day of January, 1985, 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.

Joanne Snyder
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
LIONEL D. THOMPSON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 10, 1985 AT 11:12 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2692, FOLIO 002509, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u>	\$ _____
	<u>D1853308</u>	<u>5.00</u>

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 170024

Received for Record June 25, 1985 at 3:53 o'clock P.M.
Liber 34.

000275

RECORDED
8 502 63.75
04 4769 8-25 PM:53

ARTICLES OF RESTATEMENT
AND AMENDMENT OF
ALPHIN AIRCRAFT, INC.

THIS IS TO CERTIFY:

FIRST: That the Articles of Incorporation of Alphin Aircraft, Inc., a Maryland corporation with its principal office in Washington County, State of Maryland, which was approved and received by the State Department of Assessments and Taxation of Maryland on January 18, 1974, are hereby restated and amended as follows:

ARTICLE I

Name

The name of the corporation (which is hereafter called the "Corporation") is ALPHIN AIRCRAFT, INC.

ARTICLE II

Status

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

ARTICLE III

Purposes

The purposes for which the Corporation is formed are:

1. To engage in the business of maintenance, repair, rebuilding, manufacturing of all forms of aircraft equipment and parts; and conduct in connection with said operations, the buying, selling, and leasing of aircraft, aircraft components and parts,

50078178

at either wholesale or retail, all of the foregoing within the State of Maryland, or at such other place or places as may be determined upon by the Board of Directors of this Corporation, and to do and transact such other business, subject to the laws of this or any other State or County, that may be calculated to promote the interest of the Corporation.

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

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

4. 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 kind.

5. To purchase, lease or otherwise acquire, all or any part of the property, rights, business, contracts, good will, franchises and assets of every kind, of any corporation, 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 busniess 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, franchise or assets by the issue, in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

6. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, rights, processes, formulas, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

7. 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 bond 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 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 or ownership; including the right

to vote of 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.

8. 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 evidence of indebtedness, created or issued by any such other corporation or association.

9. 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 business.

10. To carry on any of the bussinesses 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.

11. 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 mentioning 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.

ARTICLE IV

Addresses

The post office address of the principal office of the Corporation in this State is Route 8, Box 248, Hagerstown, Maryland, 21740. The street address is Alphin Aircraft, Inc., Oaks Road, Washington County Regional Airport, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State is Mary Beth Alphin, Alphin Aircraft, Inc., Route 8, Box 248, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

ARTICLE V

Shares

The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock, without par value, all of which shares are of one class, and are designated common stock. 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 as such times as the stockholders may determine subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntarily or involuntarily, 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.

ARTICLE VI

No Board of Directors

The Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, the present Board of Directors will continue in their present capacities. The election to have no Board of Directors becomes effective when the Maryland State Department of Assessments and Taxation accepts these articles for review.

ARTICLE VII

Duration of Corporation

The duration of the Corporation shall be perpetual.

SECOND: The above amendment to the prior Articles of Incorporation consists of the corporate election to organize pursuant to Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, the election to have no Board of Directors, and the change of the Resident Agent. These amendments were advised by the Board of Directors and approved by over two-thirds of the stockholders.

THIRD: The Corporation desires to restate its charter as currently in effect. The provisions set forth in this Articles of Amendment and Restatement are all the provisions of the charter currently in effect except insofar as amended as stated above. This amendment and restatement of the charter has been approved by a majority of the entire Board of Directors, which number three (3). The names of these Directors currently in

C00282

office are: (1) Clarence Cannon, (2) Les Kerns, and (3) Mary Beth Alphin.

IN WITNESS WHEREOF, I have signed and acknowledged these Articles of Incorporation this 31 day of December, 1984.

CORPORATE SEAL:

President, Alphin Aircraft, Inc.

Mary Beth Alphin
MARY BETH ALPHIN, President

WITNESS:

Secretary, Alphin Aircraft, Inc.

Terry Dill
TERRY DILL, Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit :

I HEREBY CERTIFY that on this 31st day of December, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Mary Beth Alphin, President of Alphin Aircraft, Inc., who testified under oath that the matters and facts contained in the foregoing Articles are true and correct.

Paul J. Jorgensen
Notary Public

My Commission Expires:

7/31/85

ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ALPHIN AIRCRAFT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 7, 1985 AT 11:22 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2694, FOLIO 000274, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ _____

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 DEPARTMENT AT BALTIMORE.

[Signature]



A 169727

000324

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
HAGERSTOWN EVANGELISTIC TEMPLE, INC.

1985 JAN -7 P 2:53

THIS IS TO CERTIFY:

RECORD 5.00
8 SUB 68.75
04 4770 8-25 13:54

FIRST: That the Trustees of Hagerstown Evangelistic Temple, Inc., a Maryland religious corporation, having its principal office in Hagerstown, Maryland, at a meeting duly called and held on November 29, 1984, upon Motion duly made, seconded and carried, adopted the following resolution:

RESOLVED: That it is advisable to amend the Articles of Incorporation of the corporation by deleting Article FOURTH contained therein and substituting therefor, the following Article FOURTH:

"FOURTH: The post office address of the principal office of the corporation in this State is No. 764 Spruce Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the corporation in this State is: Rev. Thomas J. Stottlemeyer, 618 West Church Street, Hagerstown, Maryland 21740. Said resident agent is an adult citizen of Maryland and actually resides therein."

SECOND: That said Trustees, at said meeting, upon Motion duly made, seconded and carried, adopted the following resolution:

RESOLVED: That it is advisable to amend the Articles of Incorporation of the corporation by adding the following Article:

"EIGHTH: The 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."

THIRD: That a meeting of the adult members of the Congregation called by the Trustees of the corporation as aforesaid, and duly warned in compliance with Section 5-308 of the Corporations and Associations Volume of the Annotated Code of Maryland, was held December 16, 1984, and at said meeting of the congregation, by the affirmative vote of a majority of the adult members present at the meeting, duly adopted the Amendments to the Articles of Incorporation advised by the Trustees.

IN WITNESS WHEREOF, the said Corporation has caused these presents to be signed in its name by the Trustees this 27th day of December A.D., 1984.

HAGERSTOWN EVANGELISTIC TEMPLE, INC.

By William E. Berry Sr.
William E. Berry, Sr.

Raymond W. Sigler
Raymond Sigler

50078425

Gerald Swope
Gerald Swope

Kenneth Hose
Kenneth Hose

Leda Metz
Leda Metz

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

I HEREBY CERTIFY, That on this 27th day of December, A.D., 1984, before me, the subscriber, a Notary public in and for the State and County aforesaid, personally appeared Lu Ann S. Stottlemeyer, Secretary of Hagerstown Evangelistic Temple, Inc., who did make oath in due form of law that she was Secretary of the Meeting of the Congregation at which the Amendment to the Charter of the Corporation was adopted, and that the matters and facts set forth in said Articles of Amendment are true and correct.

WITNESS my hand and official Notarial Seal.

Ann Stottlemeyer
Notary Public

My Commission Expires: 7/1/86



ARTICLES OF AMENDMENT
OF
HAGERSTOWN EVANGELISTIC TEMPLE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 7, 1985 AT 2:53 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2694, FOLIO 000323, OF THE 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 169718

Received for Record June 25, 1985 at 3:54 o'clock P.M.

003757

Liber 34

MYERS BUILDING SYSTEMS, INC.

ARTICLES SUPPLEMENTARY

1985 JUN -3 A 9:17

RECORD
8 SUB
04 47715.00
73.75
6-25 P3:54

Myers Building Systems, Inc. a Maryland corporation having its principal office at Route 1, Box 161, Clear Spring, Maryland 21722 (therinafter referred to as the "Corporation"), hereby certifies to the State Department of Assesments and Taxation of Maryland that:

FIRST: Pursuant to authority expressly vested in the Board of Directors of the Corporation by Article Fifth of the Charter of the Corporation, the Board of Directors has duly classified Five Thousand (5,000) shares of the Preferred Stock of the Corporation as a class designated "Ten (\$10.00) Dollar Series A Preferred Stock."

SECOND: A description of such "Ten (\$10.00) Dollar Series A Preferred Stock," including the preferences, conversion and other rights, voting power, restrictions, limitations as to dividends, qualifications, and terms and conditions for redemption, all as set by the Board of Directors of the Corporation is as follows:

1. Designation and Initial Number. The class of shares of Preferred Stock hereby classified shall be designated the "Ten (\$10.00) Dollar Series A Preferred Stock" (hereinafter referred to as the Series A Stock). The initial number of authorized shares of the Series A Stock shall be Five Thousand (5000). Upon the issuance of shares of the Series A Stock an amount at least equal to the liquidating preference set forth in paragraph 4 hereof shall be stated capital of the Corporation.

2. Dividends. The dividend rate for the Series A Stock is One (\$1.00) Dollar per share per annum, and no more. Dividends on the Series A Stock shall be payable when, as and if declared by the Board of Directors out of funds at the time legally available for payment of dividends, payable annually on the 31st day of October in each year. Dividends on shares of Series A Stock shall commence to accrue from and including January 1, 1985. No dividends, other than dividends payable solely in shares ranking junior to the Series A Stock, shall be paid or set apart for payment on any shares ranking junior to the Series A Stock unless and until all unpaid dividends on the Series A Stock for the current dividend period shall have been declared and paid or a sum sufficient for payment thereof set apart.

50038042

3. Redemption. At the option of the Corporation, shares of Series A Stock may be redeemed in whole or in part, at any time and from time to time after the date one (1) year from the date of issuance of the shares of Series A Stock to be redeemed, upon the terms and conditions set forth in the Charter of the Corporation, as amended, and as follows:

3.1 The redemption price per share under this paragraph 3 shall be Forty Dollars (\$40.00) per share.

3.2 Notice to the holders of shares of Series A Stock to be redeemed shall be given by mailing to such holders a notice of such redemption, first class, postage prepaid, not later than the thirtieth (30th) day and not earlier than the sixtieth (60th) day before the date fixed for redemption, at their last addresses as they shall appear upon the books of the Corporation. Any notice which is mailed as herein provided shall be conclusively presumed to have been duly given, whether or not the stockholder receives such notice; and failure duly to give such notice by mail, or any defect in such notice, to the holders of any stock designated for redemption shall not affect the validity of the proceedings for the redemption of any other shares of Series A Stock.

3.3 The notice of redemption to each stockholder whose shares of Series A Stock are to be redeemed shall specify the number of shares of Series A Stock of such stockholder to be redeemed, the date fixed for redemption and the redemption price at which shares of Series A Stock are to be redeemed and shall specify where payment of the redemption price is to be made upon surrender of such shares.

4. Liquidation or Dissolution. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of Series A Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, an amount per share equal to Forty (\$40.00) Dollars per share without interest, and no more, before any payment shall be made to the holders of any stock of the Corporation ranking junior to Series A Stock.

A merger or consolidation of the Corporation with or into

any other corporation, a share exchange or a sale or conveyance 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 assets to stockholders) shall not be deemed to be a voluntary or involuntary liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph 4.

5. No Sinking Fund. The shares of Series A Stock shall not be subject to the operation of a purchase, retirement or sinking fund.

6. Conversion Privilege. The holders of shares of Series A Stock shall not enjoy or have any right of conversion of said shares into shares of common stock of the corporation.

7. Voting Rights. Holders of shares of the Series A Stock shall not be entitled to any voting rights with the then outstanding common stock then having general voting power.

8. No Implied Limitations. Except as otherwise provided by express provisions of these Articles Supplementary, nothing herein shall limit, by inference or otherwise, the discretionary right of the Board of Directors to classify and reclassify and issue any shares of Preferred Stock and to fix or alter all terms thereof to the full extent provided in the Charter of the Corporation.

9. General Charter Provisions. In addition to the above provisions with respect to the Series A Stock, such Series A Stock shall be subject to, and entitled to the benefits of, the provisions set forth in the Corporation's Charter with respect to Preferred Stock generally.

IN WITNESS WHEREOF, MYERS BUILDING SYSTEMS, INC. has caused these Articles Supplementary to be signed and acknowledged 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 on the 26th day of December 1984.

MYERS BUILDING SYSTEMS, INC.

By:

Leroy E. Myers, Jr. President

Attest:

LuAnn D. Myers Secretary

THE UNDERSIGNED, President of Myers Building Systems, Inc., who executed on behalf of said Corporation the foregoing Articles Supplementay to the Charter, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles Supplementary to the Charter 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.

Dated: December 26, 1984


Leroy E. Myers, Jr. President

ARTICLES SUPPLEMENTARY
OF
MYERS BUILDING SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 3, 1985 AT 9:17 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2692, FOLIO 003738 THE 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 169604

ARTICLES OF VOLUNTARY DISSOLUTION

OF
PUNTABELA WHEATON I LTD.

RECORD 5.00
B 508 78.75
04 4772 6-25 P3:55

PUNTABELA WHEATON I LTD, a Maryland Corporation, having its principal office at 1919 Blaine Drive, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the Post Office address of the principal office of the Corporation in the State of Maryland is 1919 Blaine Drive, Hagerstown, Maryland 21740.

THIRD: The name and address of the Resident Agent of the Corporation shall serve for one (1) year after dissolution, and until the affairs of the Corporation are wound up, are EDWARD A. BLAINE, 1919 Blaine Drive, Hagerstown, Maryland 21740.

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

1. Edward A. Blaine
1919 Blaine Drive
Hagerstown, Maryland 21740
2. Richard L. Eisenacher
2709 Elnora Street
Wheaton, Maryland 20902
3. Cynthia Blaine
1919 Blaine Drive
Hagerstown, Maryland 21740

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

1. Edward A. Blaine, President
1919 Blaine Drive
Hagerstown, Maryland 21740
2. Betty B. Hill, Vice-President-Secretary
3831 Plyers Mill Road
Kensington, Maryland
3. William Pasquerette, Treasurer
1919 Blaine Drive
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 and formal action of,

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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 formal 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 votes entitled to be cast on the matter.

SEVENTH: Notice of the approved dissolution was mailed to all known creditors of the Corporation, which mailing was made on November 7, 1984.

EIGHTH: These Articles of Voluntary Dissolution are accompanied by Certificates provided by Section 3-407(c) 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.

NINTH: The Corporation is dissolved.

IN WITNESS WHEREOF, Puntabela Wheaton I Ltd. 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 3rd day of December, 1984, and its President acknowledged that these Articles of Voluntary Dissolution are the act and deed of PUNTABELA WHEATON I LTD., 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:

PUNTABELA WHEATON I LTD.

Betty B. Hill
BETTY B. HILL,
Secretary

Edward A. Blaine, Jr.
BY: EDWARD A. BLAINE, PRESIDENT



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P O BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

551
003786

Dear Sir/Madam:

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

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

PUNTABELA WHEATON I LTD.

have been paid.

WITNESS my hand and official seal this

20th day of DECEMBER A.D. 19 84.


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

ARTICLES OF DISSOLUTION
OF
PUNTABELA-WHEATON I, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 4, 1985 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2692, FOLIO 003783 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ <u>20.00</u>	\$ <u>30.00</u>

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 DEPARTMENT AT BALTIMORE.

[Signature]



A 169609

000374

RECORD 6.50
8.5613CHCK 6.50
01985 7-03P12:19

ROBERT'S INSULATION AND SUPPLY COMPANY, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 10 day of January, 1985, by and between Robert's Insulation and Supply Company, Inc., a Maryland Corporation (hereinafter sometimes referred to as the "Transferor") and N. & R. Realty, 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 real property 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: N. & R. Realty, Inc., 1087 Karen Lee Court, Ellicott City, Maryland 21043.

THIRD: The name and place of incorporation of each party to these Articles of Sale and Transfer is as follows:

Transferor is Robert's Insulation and Supply Company, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is N. & R. Realty, Inc., a corporation of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for real property hereby transferred it as set forth in Article NINTH herein, is Eighty Thousand Dollars (\$80,000.00) to be paid to Transferor in accordance with the terms and conditions set forth in the Agreement of Sale (hereinafter referred to as "Agreement") between Transfer and Transferee on December 19, 1984, which "Agreement" is incorporated by reference herein.

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FIFTH: The principal office of Transferor is P.O. Box 114, Hagerstown, Maryland 21740. The only county in which Transferor owns property, the title to which could be affected by the recording of this instrument among the land records, is Washington County.

SIXTH: The location of the principal office of the Transferee in the State of Maryland is Maryland 1087 Karen Lee Court, Ellicott City, Maryland 21043. The Transferee owns property, the title to which could be affected by the recording of an instrument among several counties in the State of Maryland.

SEVENTH: The Board of Directors of Transferor, by unanimous written action 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 real estate of Transferor, as herein set forth, is advisable and directing that these Articles of Sale and Transfer by submitting for action thereon by the stockholders of Transferor by unanimous written 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 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 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 authorized and approved by the Transferee.

NINTH: In consideration of the payment of the Transferor of Eighty Thousand Dollars (\$80,000.00) 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 or parcel of land, together with the improvements thereon, situate on Frederick Street in Hagerstown, Washington County, Maryland, and more particularly described in 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 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 laws applicable to contracts made and entirely to be performed within the State of Maryland.

IN WITNESS WHEREOF, ROBERT'S INSULATION AND SUPPLY COMPANY, INC., and N & R REALTY, INC., parties to these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of the corporations and parties to these Articles of Sale and Transfer by their presidents or vice-presidents and properly witnessed, as of this 10th day of January, 1985.

WITNESS:

ROBERT'S INSULATION AND SUPPLY
COMPANY, INC.

John G. Latimer, Jr.

Thomas Ott
Thomas Ott, President

WITNESS:

N. & R. REALTY, INC.

Patricia M. Williams


BY:

Patricia M. Williams
Patricia M. Williams
President

THE UNDERSIGNED, President of Robert's Insulation and Supply Company, Inc., a Maryland Corporation, 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 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.


Thomas Ott, President

THE UNDERSIGNED, President of N. & R. Realty, Inc., Transferee, who executed the foregoing Articles of Sale and Transfer, on behalf of the corporation, of which this certificate is made a part, hereby acknowledged the foregoing Articles of Sale and Transfer 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.


Patricia M. Williams
President

THIS AGREEMENT OF SALE, made this 19 day of December, 1984, by and between ROBERT'S INSULATION AND SUPPLY COMPANY, INC., a Maryland Corporation, "Seller", and N. & R. REALTY, INC., a Maryland Corporation, "Buyer", witnesseth:

That Seller does hereby bargain and sell to the Buyer and the latter does hereby purchase from the former the real property and the improvements located thereon, collectively known as 790 Frederick Street, Hagerstown, Washington County, Maryland. The total purchase price for the said property is to be Eighty Thousand Dollars (\$80,000.00), of which Five Hundred Dollars (\$500.00) has been paid with the execution hereof, the receipt of which is hereby acknowledged by the Seller. The balance of the purchase price of Seventy-Nine Thousand Five Hundred Dollars (\$79,500.00) will be paid at settlement. Settlement will be held within one (1) month of the date of this Agreement.

At settlement, upon payment of the purchase price as provided, a Warranty Deed for the real property shall be executed by the Seller, which Deed shall convey the real property, in fee simple, to the Buyer. Title to the real property shall be good and merchantable, free of liens and encumbrances except as specified herein and except use and occupancy restrictions of public record and which are generally applicable to properties in the immediate neighborhood or subdivision in which the property is located, and publicly recorded easements for public utilities and any other easements which may be observed by an inspection of the property.

Any water rents shall be adjusted and apportioned as of the date of settlement, and all taxes, general or special, and all other public or governmental charges or assessments

against the premises which are or may be payable on an annual basis (including metropolitan district, sanitary commission, and other benefit charges, assessments, liens or encumbrances for sewer, water, drainage, or other public improvements completed or commenced on or prior to the date hereof or subsequent thereto) are to be adjusted and apportioned as of the date of settlement and are to be assumed and paid thereafter by the Buyer, whether assessments have been levied or not as of the date of settlement.

The parties hereto agree to divide equally the cost of all documentary stamps and transfer tax.

The parties hereto represent that this is a direct transaction not involving any real estate broker or agent. Should any such agent or broker claim a commission with regard to the sale of this property, the said commission shall be the responsibility of Seller.

As the sale made pursuant to this Agreement, together with Seller's sale of its other assets and inventory to a third party, will constitute a transfer by Seller of all or substantially all of its property and assets, Buyer agrees to render unto Seller whatever assistance may be required in order for Seller to file Articles of Transfer with the State Department of Assessments and Taxation in accordance with Maryland Code, Corporations and Associations Article, Title 3.

The parties hereto bind themselves, their successors and assigns for the faithful performance of this Agreement of Sale.

This Contract contains the final and entire agreement between the parties hereto, and they shall not be bound by any terms, conditions or representations not herein contained.

WITNESS the hands and seals of the authorized Corporate Officers the day and year first above written.

TEST:

ROBERT'S INSULATION AND SUPPLY
COMPANY, INC.

Walter G. Phillips

By *Thomas Ott*
Thomas Ott, President

SELLER

TEST:

N. & R. REALTY, INC.

By *Patricia M. Williams*
Patricia M. Williams

BUYER

Robert I. McCormick
Secretary
ROBERT I. MCCORMICK

ARTICLES OF SALE AND TRANSFER

BETWEEN

ROBERTS INSULATION AND SUPPLY CO., INC. (MD CORP.) TRANSFEROR

AND

N. & R. REALTY, INC. (MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 15, 1985 AT 9:05 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2700 , FOLIO 000368 , OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$

RECORDING FEE PAID:

\$ 24.00

SPECIAL FEE PAID:

\$

Cert. of Conv.-Land Rcds.-Wash. Co.

4.00

Cert. of Transf. Corp.Rcds. Howard Co.

4.00

32.00

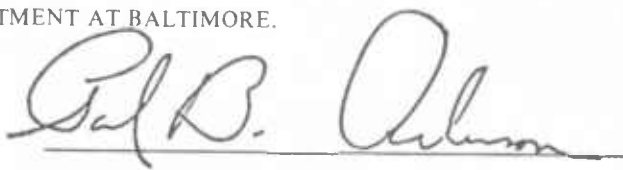
6.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.




A 172067

003205

GOLDEN WEST VIDEO, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, 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 Golden West Video, Inc.

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

1. Buy, sell, trade, rent any and all types of video movies and video materials and equipment of every nature; buy, sell, trade, rent any and all types of video cassettes, recording equipment and all related devices now or hereafter developed and marketed.

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 1120 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Theodore G. Reeder, Jr., Route 2, Box 127-B, Hancock, Maryland

RECORD 5.00
B 5615CHCK 5.00
01985 7-03P12:21

50868414

21750. 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.

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).

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

Theodore G. Reeder, Jr.
Theodore G. Reeder, III
Janice L. Reeder
Sandra L. Reeder

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 5th day of March, 1985.

WITNESS:

Nancy C. Boyle Lynn F. Meyers

ARTICLES OF INCORPORATION
OF
GOLDEN WEST VIDEO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 07, 1985 AT 10:24 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2702, FOLIO 003204 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1882943 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Michael W. Fisher



A 173624

002717

ARTICLES OF INCORPORATION

OF

RON'S VIDEO, INC.

RECORD 5.00
B 5616CHK 5.00
01985 7-03P12:21

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Ronald L. Socks, whose post office address is 806 Washington Avenue, Hagerstown, Maryland 21740; and Esther V. Socks, whose post office address is 806 Washington Avenue, 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 Ron's Video, Inc.

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

For the rental and sales of home entertainment equipment and peripherals.

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

50658109

part thereof, or to enhance the value of its property, business or rights.

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.

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 816 Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ronald L. Socks, 806 Washington Avenue, 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 no 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 two; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Ronald L. Socks and Esther V. Socks.

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 4th day of March, 1985.

WITNESS:

Jennifer J. Elgin

Ronald L. Socks
Ronald L. Socks

Jennifer J. Elgin

Esther V. Socks
Esther V. Socks

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

I HEREBY CERTIFY, that on this 4th day of March, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Ronald L. Socks and Esther V. Socks, 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, 1986

Jennifer J. Elgin
Notary Public

ARTICLES OF INCORPORATION
OF
RON'S VIDEO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 06, 1985 AT 09:37 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2702, FOLIO 002716 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 40 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1880806 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Richard W. Fisher



A 173408

001600

LABOR OF LOVE, INC.

ARTICLES OF INCORPORATIONRECORD 5.00
8 5617CHCK 5.00
01985 7-03P12:21

I, E. Kenneth Grove, Jr., whose Post Office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

FIRST: The name of the Corporation, which is hereinafter called the "Corporation", shall be:

LABOR OF LOVE, INC.

SECOND:

a. The Corporation is organized for the purpose of providing parents as well as other interested parties an opportunity to share their experiences, to offer emotional support and to encourage growth and healing and to provide education and counseling with respect to the trauma experienced by reason of the death of a child occurring after conception through infancy.

b. The Corporation shall exercise all powers accorded a Maryland non-profit corporation but only to the extent the exercise of such powers are in furtherance of exempt purposes as hereinafter provided.

c. 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 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 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)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

THIRD: The post office address of the principal office ✓
of the Corporation in Maryland is College Road, Route 3, Box 175A, Hagerstown, Maryland 21740.

The name and post office address of the resident agent of ✓
the Corporation in Maryland is Wendy J. Hite, College Road, Route 3, Box 175A, Hagerstown, Maryland 21740.

50588004

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.

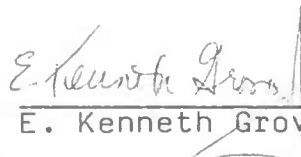
FIFTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the current Directors who shall act until the first annual meeting or until their successor(s) are duly chosen and qualified are: Wendy J. Hite, Debora S. Chukla, and Ellen Byrd.

SIXTH: Upon dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or expedient 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be our act this *twenty first* day of February, A.D., 1985.

Witness:


Nancy C. Bayer


E. Kenneth Grove, Jr.

ARTICLES OF INCORPORATION
OF
LABOR OF LOVE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 27, 1985 AT 09:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2702, FOLIO 001799, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1879808 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Richard W. Feltner



A 173327

Received for Record July 3, 1985 at 12:22 o'clock P.M.
Liber 34

1985 MAR - 1
RECORD 5.00
B 5618CHCK 5.00
01985 7-03P 12:22

ARTICLES OF INCORPORATION
OF
CUMBERLAND VALLEY RACING, INC.

THIS IS TO CERTIFY:

FIRST: That I, Timothy E. Hastings, whose address is Rt. 10, Box 85, Hagerstown, MD 21740, 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 myself with the intention of forming a Pseudo (Subchapter S) corporation.

SECOND: The name of this Corporation, which is hereinafter referred to as the "Corporation", is CUMBERLAND VALLEY RACING, INC.

THIRD: The period of existence shall be perpetual.

FOURTH: The purposes for which the Corporation is formed and the business and objects to be carried on and promoted by it are, all to the extent permitted business corporations under the General Corporation Laws of Maryland, as follows:

a. To conduct a business as a professional racing group, dealing in design, development, manufacture, and sale of competition cars, equipment, and related parts for the purpose of making a profit.

b. To conduct business in the State of Maryland, other states, territories, districts and colonies of the United States of America and in foreign countries; to have one or more offices outside of the State of Maryland.

50808195

001871

c. To do everything necessary or proper for the accomplishment of the purposes of the furtherance of the powers herein expressed, or incidental thereto, and to have and exercise the all powers now or hereafter conferred upon corporations by the laws of the State of Maryland. The foregoing clauses shall be construed as powers as well as objects and purposes. The enumeration herein of specific objects, purposes and powers shall not be held to limit or restrict in any way the general objects, purposes and powers of the corporation. The matters specified in any clause shall, except where otherwise expressed, be in nowise limited to restricted by reference to or inference from the terms of any other clause of this or any other Articles in this Articles of Incorporation, but the objects, purposes and powers specified in each of the clauses of this Article shall be regarded as independent objects, purposes and powers.

FIFTH: The Post Office address of the place at which the principal office of the corporation in this State will be located is: Route 9, Box 379A, Hagerstown, MD 21740, and the registered agent at that address shall be Douglas M. Mills.

SIXTH: The maximum amount of capitol stock of this Corporation is to be 100 shares of common stock, bearing no par value, all of common class.

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than three (3) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

SEVENTH: The Corporation shall have three (3) director(s).

The names and addresses of the directors are as follows:

Douglas M. Mills
2314 Indian Cottage Road
Hagerstown, MD 21740

Richard S. Oakley
Route 9, Box 379
Hagerstown, MD 21740

Michael L. Baughman
Route 1, Box 346
Big Spring, MD 21722

The number of directors may be increased or decreased in the manner provided for in the By-Laws of the Corporation, except that the number of directors shall never be less than one (1).

The Directors shall act as such until the First Annual Meeting, or until their successor(s) are duly chosen and qualified.

The term of office of each Director shall be perpetual. Nothing herein will be construed to prevent a Director's voluntary resignation at any time.

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

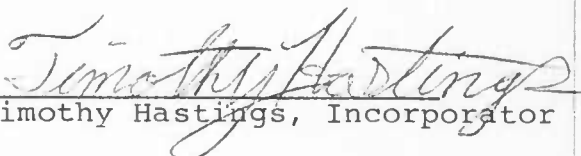
The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of the stock of any class whether now or hereafter authorized, and securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration 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. The

001673

Corporation reserves the right to make, from time to time, any amendments of this Charter which may now or hereafter be authorized by law, including any amendments changing the terms of any class of its stock by classifications, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such changes of terms shall have been authorized by the holders of all of such stock at the time outstanding, by vote at a meeting or in writing, with or without a meeting.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 10th day of January, 1985.


Timothy Hastings, Incorporator

DISTRICT OF COLUMBIA) ss:

THIS IS TO CERTIFY that on the 10th day of January, 1985, before, the subscriber, a Notary Public in and for the District of Columbia, personally appeared Timothy Hastings, Incorporator, and he did acknowledge the foregoing Articles of Incorporation to be his act and deed.

Witness my hand and seal this 10th day of January, 1985.


Notary Public

My Commission Expires: 3/17/88

ARTICLES OF INCORPORATION
OF
CUMBERLAND VALLEY RACING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 01, 1985 AT 09:53 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2702, FOLIO 001669, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1879600 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 DEPARTMENT AT BALTIMORE.

Michael W. Fisher



A 173307

Received for Record July 3, 1985 at 12:34 o'clock P.M.

001621

Liber 34

STEPHENS EXCAVATING, INCORPORATED
(A Close Corporation Under Title 4 of Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Shirley M. Stephens, whose post office address is 5 Beckley Road, Hagerstown, Maryland 21740, and Lauren L. Stephens, whose post office address is 5 Beckley Road, Hagerstown, Maryland 21740, 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 Stephens Excavating, Incorporated.

RECORD 5.00
5621CHCK 5.00
01985 7-03P12:34

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 make estimates upon, bid for, procure, perform, and carry out contracts for grading, draining, building, paving, macadamizing, repairing or improving in any manner roads, streets, highways, railroads, ways, paths, walks, parks, bridges and other conveniences, plants and works of all kinds, whether public or private.

To manufacture, mix, prepare, purchase, or otherwise acquire, and to use, lay, sell, or otherwise dispose of or deal in, bricks, tiles, asphalt, stone, gravel, sand, cement, oils, bituminous substances, and all other materials and supplies used or which may be used in road construction and the general contracting business.

To manufacture, purchase, rent, use and dispose of all machinery, tools, and apparatus necessary or convenient in and about the prosecution of its business.

50588263

b) To make estimates for itself and for others, and to bid upon, enter into, and carry out contracts for the grading and making of roads, walks, paths, railroads; the construction of bridges, buildings, piers, wharves, fortifications, power plants, and developments, transmission lines, tunnels, subways, drainage and irrigation systems. To do building, structural, construction, erection, surveying, dredging, shoring, wrecking, salvage, and electrical work of every kind in every part of the world. To manufacture or otherwise produce, buy, sell, and deal in building materials, and all kinds of materials, supplies and equipment for masons, carpenters, builders, electricians, engineers, and contractors. To acquire, use, employ, sell, and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.

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 5 Beckley Road, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent of the Corporation in Maryland are Lauren L. Stephens, 5 Beckley Road, 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 Lauren L. Stephens.

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) Lauren L. Stephens, President

(2) Shirley M. Stephens, Secretary and Treasurer.

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 *26th* day of *February*, A.D., 1985.

Shirley M. Stephens (SEAL)
Shirley M. Stephens
Lauren L. Stephens (SEAL)
Lauren L. Stephens

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

I HEREBY CERTIFY, That on this *26th* day of *February* A.D., 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Shirley M. Stephens and Lauren L. Stephens, 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.

Joann M. Lucas
Notary Public

My Commission Expires: 7/1/86

ARTICLES OF INCORPORATION
OF
STEPHENS EXCAVATING, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 27, 1985 AT 09:50 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2702, FOLIO 001620, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1879519 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 DEPARTMENT AT BALTIMORE.

Richard W. Fisher



A 173298

AMENDED ARTICLES OF INCORPORATION
OF
PROCESS AUTOMATION, INC.

002097

RECORD 5.00
B 5622CHCK 5.00
01985 7-03P12:34

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 pursuant to Section 2-603 Corporations and Associations Article, Annotated Code of Maryland, authorizing amendment of Articles of Incorporation, state my intention of Amending original Articles of Incorporation, by the execution, acknowledgment and filing of these Amended Articles, and do hereby certify that there is no outstanding or subscribed for stock entitled to vote on this amendment and no organization meeting of the Board of Directors has been held.

SECOND: That the name of the corporation (which is hereinafter called Corporation) is: Process Automation, 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 factory and warehouse automation equipment/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 on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, or assets by the issue, in accordance with the laws of Maryland, of stocks, 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,

50538136

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.

(c) To engage in business activities that include at least the following:

- Import/export of technology/products;
- Procure service and provide support of imported products;
- Procure, maintain and operate manufacturing licenses for exported as well as imported products;
- Conduct market research into application opportunitites for new product development with principal interest in the Material Handling Industry;
- Serve as a holding company for a variety of business affairs affiliated with the principal operations of the company.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is 100 West Washington Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is J. Michael Nye, Suite 214, 100 West 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) 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 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 Avenue, Hagerstown, Maryland, Linda A. Nye, 1410 Potomac Avenue, Hagerstown, Maryland, Michael L. Dickerson, P. O. Box 81, Hagerstown, Maryland, and Rebecca E. Pryor, 12610 Loy Wolfe Road, Myersville, Maryland.

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 preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and places 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 resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two (2) or more 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 of assignment in trust of, the whole or any part of the properties, assets and goodwill of the Corporation then owned or thereafter acquired.

6. Notwithstanding the provisions of Section 2-406 of the Corporations and Associations Article, the stockholders may remove any director only by a unanimous vote of all the votes entitled to be cast.

7. Notwithstanding the provisions of the Corporations and Associations Article, after initial adoption of By-Laws, they shall be subject to modification, repeal or amendment only by a unanimous vote of all the votes entitled to be cast.

8. Notwithstanding Section 2-404 of the Corporations and Associations Article, with respect to the Election of Directors, each Stockholder, regardless of the number of shares held, shall be entitled to cast a number of votes equal to the number of directors to be elected.

At each election of Directors, each Stockholder may cast all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them, as he may see fit. If any Stockholder elects to cumulate his votes, all Stockholders may cumulate their votes.

9. Notwithstanding the provisions of Section 2-604 of the Corporations and Associations Article, any proposed amendment of the Corporate Charter shall be approved by a unanimous vote of all the votes entitled to be cast on the matter.

The enumeration and definition of a particular power of the Board of Directors include 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

-5-

of Maryland now or hereafter in force.

10. With respect to:

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

b. The merger of the Corporation into another corporation or a merger of one or more corporations into the Corporation;

c. 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;

d. 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;

e. The voluntary or involuntary liquidation, dissolution, or winding up of the Corporation;

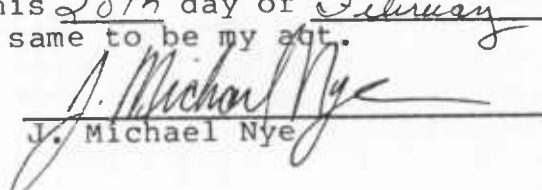
Such actions shall be effective and valid only if taken or approved by a unanimous vote of all the shares entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH.

EIGHTH:

1. As used in this Article EIGHTH, any word or words that are defined in Section 2-318 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 corporation 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 Amended Articles of Incorporation this 20th day of February, 1985, and I acknowledge the same to be my act.


J. Michael Nye

AMENDED ARTICLES OF INCORPORATION
OF
PROCESS AUTOMATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 22, 1985 AT 11:10 O'CLOCK A. M. AS IN CONFORMITY
Effective: 12/18/84, at 10:08 AM
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2703, FOLIO 002096, OF THE 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

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Dean W. Fisher



A 172970

ARTICLES OF INCORPORATION
SU AMERICA INC.RECORD 5.00
B 5623CHK 5.00
01985 7-03P12:35

FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is 81 West Washington Street, 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 SU America Inc.

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

1. To buy, sell, trade, and manufacture gear cutting tools, machine tools, gear checking machines and their respective parts.

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 The Interstate Industrial Park, Governor Lane Boulevard, Route 2, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in Maryland is David H. Oswald, 480 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

50588107

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is five hundred (500) 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.

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

Angelo Maccaferri
Guglielmo Maccaferri
Carlo Occhialini

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.

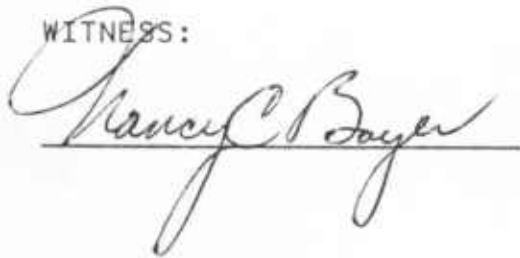
The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by 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.

000415

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation and acknowledged same to be my act
this 25th day of February, 1985.

WITNESS:


_____
E. Kenneth Grove, Jr.

ARTICLES OF INCORPORATION
OF
SU AMERICA INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 27, 1985 AT 09:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2701, FOLIO 000412, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1879501 5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 172916

ARTICLES OF INCORPORATION

ANTIETAM HEALTH SERVICES, INC.

H
FIRST: The undersigned, John J. McElwee, Jr., whose post office address is 251 East Antietam Street, 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 Antietam Health Services, Inc.

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

1. To provide home health care services to persons in the State of Maryland and surrounding areas, and
2. To provide diagnostic health care services to persons in the State of Maryland and surrounding areas, and
3. To buy, sell, lease, rent, distribute and generally trade in durable medical equipment, and
4. To enter into partnerships, joint ventures, syndicates, and other business associations for any law purpose, and
5. To engage in any lawful purpose or business and to do anything permitted by Section 2-103 of the Corporations and Associations Articles of the Annotated Code of Maryland, as amended from time to time.

✓
FOURTH: The post office address of the principal office of the Corporation in Maryland is 251 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is H. W. Murphy, 251 East Antietam Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in Maryland.

50538118

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, 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:

Maynard L. Patterson
H. W. Murphy
John J. McElwee, 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 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 15th day of February, 1985.

WITNESS:

Richard Schuler

J. J. McElwee, Jr.
John J. McElwee, Jr.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 15TH day of February, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John J. McElwee, Jr., 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.


Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
ANTIETAM HEALTH SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 22, 1985 AT 10:40 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2701, FOLIO 003358 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 40 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1877596 5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Dean W. Fisher



A 172770

ARTICLES OF INCORPORATION

HAGERSTOWN VAC SHACK INCORPORATED

RECORD 5.00
B 5625CHCK 5.00
01985 7-03P12:36

FIRST: I, Richard K. Fisher, whose post office address is 201 Westside 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 HAGERSTOWN VAC SHACK INCORPORATED.

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

(1) To sell and service vacuum cleaners and related parts; 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 201 Westside Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Allen G. Kennedy, 736 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 1,000 shares of common stock, with \$100.00 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 name of the Director who shall act until the first annual meeting or until his successors are duly elected and qualify is: Richard K. Fisher.

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

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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 14th day of February, 1985, and I acknowledge the same to be my act.

WITNESS:

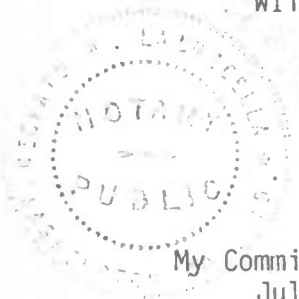



Richard K. Fisher

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

I HEREBY CERTIFY, That on this 14th day of February, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard K. Fisher and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.



My Commission Expires:
July 1, 1986


Notary Public

ARTICLES OF INCORPORATION
OF
HABERSTOWN VAC SHACK INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 19, 1985 AT 12:25 P. O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2699, FOLIO 003445 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$ _____

D1874411

5.00

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Dean W. Fisher



A 172374

Received for Record July 3, 1985 at 12:36 o'clock P.M.

Liber 34

003229
RECORD
B 5626CHCK 5.00
01985 7-03P12:36

ARTICLES OF INCORPORATION

OF

CLEAN-A-LOT, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Doyle Robert Sowers, whose post office address is Route 9, Box 393A, Cool Hollow Road, Hagerstown, Maryland 21740; and Patti Mae Sowers, whose post office address is Route 9, Box 393A, Cool Hollow Road, 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 Clean-A-Lot, Inc.

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

Parking lot maintenance.

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

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part thereof, or to enhance the value of its property, business or rights.

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.

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 Route 9, Box 393A, Cool Hollow Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Patti Mae Sowers, Route 9, Box 393A, Cool Hollow Road, 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 no 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 two; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Doyle Robert Sowers and Patti Mae Sowers.

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 15th day of February, 1985.

WITNESS:

Molly Sulik

Doyle Robert Sowers
Doyle Robert Sowers

Molly Sulik

Patti Mae Sowers
Patti Mae Sowers

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

I HEREBY CERTIFY, that on this 15th day of February, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Doyle Robert Sowers, and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Notarial Seal.

Molly Sulik
Notary Public

My Commission Expires: July 1, 1986

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

I HEREBY CERTIFY, that on this 15th day of February, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Patti Mae Sowers, and acknowledged the execution of the foregoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Notarial Seal.

Molly Sulik
Notary Public

My Commission Expires: July 1, 1986

ARTICLES OF INCORPORATION
OF
CLEAN-A-LOT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND FEBRUARY 19, 1985 AT 10:38 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2699, FOLIO 003228, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 40

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$

D1874081

5.00

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Michael W. Fisher



A 172336

Received for Record July 3, 1985 at 12:37 o'clock P.M.

Liber 34

ARTICLES OF INCORPORATION
OF
PERRY-KENT COMPANY

FIRST: The undersigned, J.P. McDowell, Gail G. McDowell, and Phyllis J. McDowell, whose post office addresses are 651 Potomac Ave., Hagerstown, MD 21740, being at least 18 years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is Perry-Kent Company. The post office address of the principal office of the Corporation in Maryland is 651 Potomac Ave., Hagerstown, Washington County, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are J.P. McDowell, 651 Potomac Ave., Hagerstown, Washington County, Maryland 21740.

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, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3), but not less than the number of stockholders, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are J.P. McDowell and Gail G. McDowell.

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

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

To purchase, acquire, hold, improve, sell, convey, assign, mortgage, release, encumber, lease, hire, develop, rent and deal in real and personal property of every kind 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.

To acquire, and to pay for in cash, stocks, or bonds of the Corporation or otherwise, the good-will, rights, assets and property of, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To apply for, acquire, own, hold, use, operate under, sell, deal with, assign, lease or grant licenses in respect of mortgages or otherwise dispose of, letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade names and trade marks relating to or useful in connection with any business of this Corporation.

To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, the shares of the capital stock of, or any bonds, securities or evidences of indebtedness, issued or created by any other corporation or corporations of this State or any other state, country, nation or government, and while the owner of said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

To enter into, make and perform contracts of every kind with any person, firm, associations, or corporations, principality, country, territory, state, government or colonies, or dependencies thereof, and without limit as to amount, to draw, make, acquire, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and evidence of indebtedness and to secure the same by mortgage, pledge, deed of trust or otherwise.

To have offices, conduct its business, and promote its objects within and without the State of Maryland, in other States, the District of Columbia, the territories and colonies of the United States and in foreign countries, without restrictions as to the place, extent or amount.

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To manufacture, purchase or in any lawful manner, acquire, own, mortgage, pledge, sell, convey, transfer or otherwise dispose of, to invest, trade, deal in and deal with goods, wares and merchandise of every kind whatsoever and real property of any interest therein, legal or equitable of every class and description wheresoever the same may be situated or located in any part of the world.

To raise livestock of all types for resale or trade and to write, print, and publish the written word in whatsoever form, on whatever subject, as is permissible, and offer same for sale.

To acquire, and hold shares, stocks, debentures, debenture stocks, bonds, obligations and securities issued or granted by any company, constituted or carrying on business in the United States or in any colony or dependency or possession thereof, or in any foreign country and debentures, debenture stocks, bonds obligations, and securities issued or granted by any government, sovereign, ruler, commissioners, public body, or authority supreme, municipal, local or otherwise, whether at home or abroad.

In general to carry on any other business in connection with the foregoing, whether manufacturing or otherwise and to have and exercise all the powers, rights, and privileges now or hereafter conferred upon corporations by the law of the State of Maryland.

The foregoing clauses shall be construed as independent objects, purposes and powers, and it is hereby expressly provided that the foregoing enumeration or specific objects, powers or purposes shall not be held to limit or restrict in any manner, the general powers of this corporation under the laws of the State of Maryland.

To sue and be sued, complain and defend in any Court of Law or equity, to make, adopt, and use a common seal with such inscription thereon as the Board of Directors shall prescribe and to alter the same at pleasure.

To purchase, hold, sell and transfer the share of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock when such use would cause any impairment of its capital and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly.

FOURTH: The total number of shares which the corporation shall be authorized to issue shall be one thousand shares of no par value common stock.

FIFTH: The amount of capital with which this corporation shall commence business is One Thousand Dollars (\$1,000.00).

SIXTH: The names and addresses of each of the Incorporators are as follows:

Gail G. McDowell, P.O. Box 1283, Hagerstown, MD 21741
J.P. McDowell, P.O. Box 1283, Hagerstown, MD 21741
Phyllis J. McDowell, P.O. Box 1283, Hagerstown, MD 21741

SEVENTH: This corporation is to have perpetual existence.

EIGHTH: The private property of the stockholders shall not be subject to the payment of the debts of the corporation.

NINTH: The signers of the Certificate of Incorporation being all of the Incorporators, shall have the directions of the affairs and of the organization of the corporation, and may hold a meeting and/or meetings in person or by proxy, and at such meeting or meetings, elect directors and take such steps and do such things as are necessary and proper to obtain the required subscriptions to the capital stock and to perfect the organization of the corporation.

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

To make and alter the by-laws of this corporation, to fix the amount to be reserved as working capital over and above its capital stock paid in, and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

From time to time, to determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of this corporation (other than the stock ledger) or any of them shall be open to inspection of stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute, unless duly authorized to do so by a resolution of the stockholders or directors.

If the by-laws so provide, to designate two or more of its number to constitute an executive committee, which committee shall for the time being, as provided in said resolution or in the by-laws of this corporation, have and exercise any or all the powers of the Board of Directors in the management of the business and affairs of this corporation and have the power to authorize and seal this corporation to be affixed to all papers which may require it.

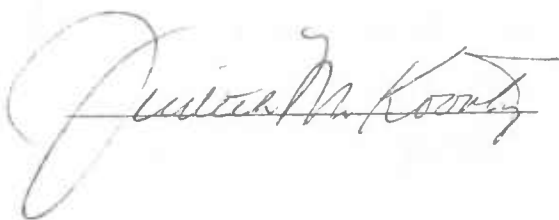
With the consent in writing or pursuant to an affirmative vote of the holders of fifty-one per cent (51%) of the capital stock issued and outstanding, the directors shall have the authority to dispose in any manner of the whole property of this corporation.

TENTH: Both stockholders and directors shall have the power, if the by-laws so provide, to hold their meetings either within or without the State of Maryland, to have one or more office in addition to the principal office in Maryland, and to keep the books, documents, records and papers of this corporation (subject to the provisions of the Statutes of the State of Maryland) outside of the State of Maryland at such places as from time to time may be designated by them.

This corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by Statute, and all rights or powers conferred upon stockholders and directors, herein are granted subject to this reservation.

WE, THE UNDERSIGNED BEING all the Incorporators named herein, for the purpose of forming a corporation to do business within and without the State of Maryland, and in pursuant of and under the Laws of the State of Maryland, do make and file this Certificate of Incorporation hereby declaring and certifying that the facts herein stated are true and accordingly, we have hereunto set our Hands and Seals this 15th day of November A.D., 1984

In the presence of:



 (Seal)

 (Seal)

 (Seal)

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY that on this 5th day of Nov., 1984,
before me, the subscriber, a Notary Public in and for the State and County aforesaid,
personally appeared J.P. McDowell, Gail G. McDowell, and Phyllis J. McDowell, and
acknowledged the execution of the foregoing Articles of Incorporation to be their
voluntary act.

WITNESS my hand and Notarial Seal.



Jedee M. Rooney
Notary Public

ARTICLES OF INCORPORATION
OF
PERRY-KENT COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 13, 1985 AT 09:55 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2699, FOLIO 002310, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1872274 5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Richard W. Fisher



A 172205

000194

Received for Record July 3, 1985 at 12:38 o'clock P.M.
Liber 34

1985 JAN 31 ARTICLES OF AMENDMENT
A 11:14 OF
BROOK LANE PSYCHIATRIC CENTER, INC.

1985 JAN 24 A 10:54

BROOK LANE PSYCHIATRIC CENTER, 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:

RECORD 5.00
B 5628CHCK 5.00
01985 7-03P12:38

FIRST: The Charter of the Corporation is hereby amended to change the resident agent of the Corporation by striking out Paragraph Fourth of the Articles of Incorporation and inserting in lieu thereof the following:

RECORD 5.00
B 5630CHCK 5.00
01985 7-03P12:40

"FOURTH: That the post office address of the principal office of the Corporation in this State is Route #5, Hagerstown, Maryland. The resident agent of the Corporation is William P. Nairn, whose post office address is 100 West Washington Street, Hagerstown, MD 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein."

The Board of Directors of the Corporation at regular meeting duly convened and held on January 12, 1985, 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. The Corporation not having any stockholders, there were no persons entitled to notice or

50818215

to vote on this Amendment, other than the Directors of the Corporation.

IN WITNESS WHEREOF, Brook Lane Psychiatric Center, Inc., has caused these presents to be signed in its name and on its behalf by its President and Chairman of the Board, Directors and its corporate seal to be hereunto affixed and attested by its Secretary on the 12th day of January, 1985.

Attest: BROOK LANE PSYCHIATRIC
CENTER, INC.
 By 

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

I HEREBY CERTIFY, that on this 12th day of January, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald L. Gordon, President and Chairman of the Board of Directors of Brook Lane Psychiatric Center, 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.


Notary Public

My Commission Expires:
July 1, 1986



ARTICLES OF AMENDMENT

OF

BROOK LANE PSYCHIATRIC CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND January 31, 1985 AT 11:14 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2699, FOLIO 000193, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ _____RECORDING FEE PAID:
\$ 20.00SPECIAL FEE PAID:
\$ _____5.00TO 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 DEPARTMENT AT BALTIMORE.



A 172132

ARTICLES OF AMENDMENT
FOR
HAGERSTOWN MODEL RAILROAD MUSEUM, INC.

RECORD 5.00
B 5631CHCK 5.00
01985 7-03P12:42

Hagerstown Model Railroad Museum, Inc., a Maryland Corporation, having its principal office at Hagerstown Fairgrounds, Hagerstown, Maryland 21740, and a post office address of P.O. Box 1181, 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 deleting therefrom in its entirety Article Seventh and by substituting in lieu thereof, the following new Article Second:

"FOURTH: Upon dissolution of the corporation/organization, the Board of Directors/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(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as at the time shall qualify as a exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of the any United States Internal Revenue Law), as the Board of Directors/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(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

SECOND: By the affirmative vote of a majority of the Directors comprising the Board of Directors of the Corporation at a meeting duly called and held on February 11, 1985, the Board of Directors of the Corporation duly advised said amendment, and the membership of the Corporation, at a Meeting of the members of the Corporation duly called and held on the 4th day of February, 1985, duly approved said amendment by the affirmative vote of a majority of all votes entitled to be cast thereon.

IN WITNESS WHEREOF, Hagerstown Model Railroad Museum, 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 11 day of February, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of Hagerstown Model Railroad Museum, 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:

HAGERSTOWN MODEL RAILROAD
MUSEUM, INC.

Sigrid K. Knode
Sigrid K. Knode, Secretary

BY: William L. Knode
William L. Knode, President

50508020

ARTICLES OF AMENDMENT
OF
HAGERSTOWN MODEL RAILROAD MUSEUM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 15, 1985 AT 12:57 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2700, FOLIO 000978 OF THE 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

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Anderson



A 172079

1985 FEB - 1 A

5.00
5.00
0-1985 7-03P12:46

ARTICLES OF INCORPORATIONOFAPPLICOMM, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Robert S. Magnant, whose post office address is P.O. Box 2170, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Applicomm, Inc.

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

Technical expertise surveying and research in the areas of telecommunications, including but not limited to applications of new technologies.

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.

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.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the

50328074

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 Route 5, Box 337, ✓
Smithsburg/Leitersburg Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert S. Magnant, Route 5, Box 337, Smithsburg/Leitersburg ✓
Road, 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 no 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. The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is Robert S. Magnant.

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 28th day of January, 1985.

WITNESS:

Donna M. Myers

Robert S. Magnant

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

I HEREBY CERTIFY, that on this 28th day of January, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert S. Magnant, and severally acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Jennifer J. Elgin
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
APPLICOMM, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND FEBRUARY 06, 1985 AT 09:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2697, FOLIO 002543, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>40</u>	\$ <u>20</u>	\$ <u> </u>
	<u>D1868645</u>	<u>5.00</u>

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Dean W. Fink



A 171843

VOLUNTEER ASSOCIATION FOR WESTERN MARYLAND I
MENTAL RETARDATION CENTER, INC.

ARTICLES OF REVIVAL

RECORD 5.00
8 5639CHCK 5.00
01985 7-03P12:46

Volunteer Association for Western Maryland I Mental Retardation Center, Inc., a Maryland non-stock, non-profit 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 October 14, 1982, 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 Volunteer Association for Western Maryland I Mental Retardation Center, Inc.

THIRD: The name by which the Corporation will hereinafter be known is THE VOLUNTEER ASSOCIATION FOR POTOMAC CENTER, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in this State is 1380 Marshall Street, Hagerstown, Washington County, 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 this State is William A. Datum, 340 Nottingham Road, Hagerstown, Washington County, Maryland 21740.

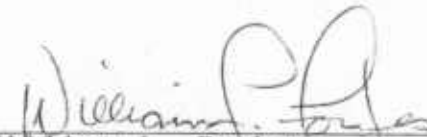
50238230

Said resident agent is an individual 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 to 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 18 day of January, 1985, and the undersigned last acting President and last acting Secretary of the Corporation severally acknowledge these Articles of Revival to be their act.




William L. Forbes
Last Acting President



June Datum
Last Acting Secretary

I solemnly declare and affirm under the penalties of perjury that the Corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the Corporation or which would have become due had the Charter not been forfeited whether or not barred by limitations.



William L. Forbes
Last Acting President

ARTICLES OF REVIVAL

OF

VOLUNTEER ASSOCIATION FOR WESTERN MARYLAND I MENTAL
RETARDATION CENTER, INC.

Changing its name to:

THE VOLUNTEER ASSOCIATION FOR POTOMAC
CENTER, INC.

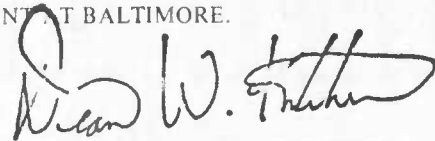
APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND January 25, 1985 AT 11:25 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.RECORDED IN LIBER 2698, FOLIO 003408 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.BONUS TAX PAID:
\$ _____RECORDING FEE PAID:
\$ 20.00SPECIAL FEE PAID:
\$ 10.005.00

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 DEPARTMENT AT BALTIMORE.



A 171334

Received for Record July 3, 1985 at 12:46 o'clock P.M.
Liber 34

003380

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION
OF FELLOWS READ & ASSOCIATES, INC. 28 A 10:45
TO BE KNOWN AS

RECORD 5.00
B 5640CHCK 5.00
01985 7-03P12:46

DAVIS, RENN & SHRADER, INC.

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Fellows, Read & Associates, Inc., a Maryland Corporation, having its principal office at Halfway Boulevard and Blake Road, Hagerstown, Maryland at a meeting duly convened 12/17/84 adopted the following:

RESOLVED: That it is advisable to amend the Charter by amending and changing the corporate name of said Corporation to: Davis, Renn & Shrader, Inc.

SECOND: The Charter of the Corporation is amended as follows: Strike out Article 2 amended October 10, 1980 and inserting in lieu thereof:

SECOND: That the name of the Corporation (which is hereafter called the Corporation) is:
Davis, Renn & Shrader, Inc.

THIRD: That a 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 December 17, 1984 at 12:30 p.m.

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

IN WITNESS WHEREOF, Fellows, Read & Associates, Inc. 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 17 day of December, A.D., 1984.

Attest:

Secretary

President

50288107

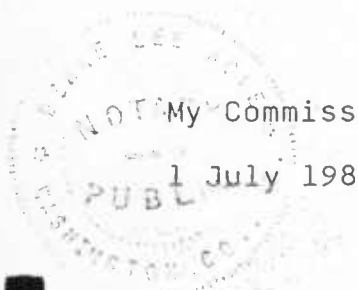
003381

STATE OF MARYLAND COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 17th day
of December A.D., 1984, before me, the subscriber, a Notary
Public of the State of Maryland in and for the County of
Washington, personally appeared Malcom D. Davis, President of
Fellows, Read & Associates, Inc., a Maryland Corporation, and
on behalf of the Corporation acknowledged the foregoing
Articles of Amendment to be the corporate act of the
Corporation, and at the same time personally appeared Edward R.
Renn, 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

FELLOWS, READ & ASSOCIATES, INC., MARYLAND DIVISION

Changing its name to:

DAVIS, RENN & SHRADER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND January 28, 1985 AT 10:45 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2698, FOLIO 003379, OF THE 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 DEPARTMENT AT BALTIMORE.



A 171328

ARTICLES OF INCORPORATION

OF

MORROW'S REFRIGERATION, INC.

1985 JAN -8 A 11: 06

RECORD 5.00
B 5641CHCK 5.00
01985 7-03P12:47

FIRST: I, Lloyd David Yavener, whose post office address is 1104 Spring Street, Silver Spring, Maryland 20910, being at least eighteen (18) years of age, hereby form a cooperation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called "Corporation") is Morrow's Refrigeration, Inc.

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

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

(1) To design, patent, procure patents or licenses to manufacture, buy, sell at wholesale or retail, import and export, rent and lease, repair and maintain, service, install, and generally deal in all kinds of air conditioning apparatus, equipment and appliances, heating apparatus, equipment, and appliances, refrigeration apparatus, equipment and appliances, plumbing apparatus, equipment and fixtures, air conditioners of all kinds, heating equipment and appliances of all kinds, stoves, furnaces of all kinds, gas and electric stoves, and heaters and fireplaces, and all the parts and accessories required for complete air conditioning, refrigeration, and heating units; to

deal in all kinds of fuel saving devices, to repair and overhaul air conditioning, refrigeration, and heating apparatus and equipment, and to generally deal in and manufacture all parts necessary or desirable in connection with such air conditioning units, equipment, and appliances, refrigeration units, equipment, and appliances and heating units, equipment, and appliances, plumbing apparatus, equipment, and fixtures and to generally deal in hardware.

(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.

FIFTH: The post office address of the principal office of the Corporation in this State is 302 Lanafield Court, Boonsboro, Washington County, Maryland 21773. The name and post office address of the Resident Agent of the Corporation in this State are Lloyd David Yavener, 1104 Spring Street, Silver Spring, Maryland 20910. 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 ten thousand (10,000) shares of common stock with \$1.00 par value.

SEVENTH: The number of directors shall be two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until his successor is duly chosen and qualified are Ronald B. Morrow and Lori Morrow.

EIGHTH: The duration of the corporation shall be perpetual.

000021

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 7th day of JANUARY, 1984, and
acknowledge the same to be my act.


Lloyd David Yavener

ARTICLES OF INCORPORATION
OF
MORROW'S REFRIGERATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JANUARY 08, 1985 AT 11:06 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2692, FOLIO 000021, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00

D1852193

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

D. W. Hill



A 169931

Received for Record July 3, 1985 at 12:47 o'clock P.M. Liber 34
CERTIFICATE

RECORD .50
RECORD .75
8 5642CHCK 1.25
01985 7-03P 12:47

OF

CORPORATE RESOLUTIONS

I, Dennis C. Miller, the Undersigned, Secretary of Stuart Designs, Inc., a Maryland corporation, do hereby certify to the State Department of Assessments and Taxation that at a meeting of the Board of Directors of the said Corporation duly and regularly called and held on the 9th day of February, 1985, a quorum being at all times present, the following resolution was unanimously adopted and recorded in the minute book of said Corporation, kept by me: RESOLVED: That the principal office of the Corporation be and it is hereby changed from 473 North Potomac Street, Hagerstown, Maryland 21740, to Suite 107, Franklin Center, 100 West Franklin Street, Hagerstown, Maryland 21740, and that the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name and the seal of the Corporation this 18th day of February, 1985.



Dennis C. Miller, Secretary (SEAL)

1985 FEB 21 A 11:50

50528219



NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

STUART DESIGNS, INC.

received for record February 21, 1985

, at 11:50 A.M.

and recorded on Film No. 2697

Frame No. 001505 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 71

AA N^o 21377

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Return to: Stuart Designs, Inc.
Suite 107 Franklin Center
100 West Franklin Street
Hagerstown, Maryland 21740

rc

Received for Record July 3, 1985 at 12:48 o'clock P.M. Liber 34

002515

RESOLUTION

1985 JAN 28 A 10:45

FROM SPECIAL MEETING OF BOARD OF DIRECTORS

FELLOWS, READ & ASSOCIATES, INC.

RECORD .50
RECORD .75
B 5643CHCK 1.25
01985 7-03P12:48

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at Hagerstown, Maryland on December 17, 1984 with the following Directors present:

Malcolm D. Davis
Edward R. Renn
Michael L. Shrader

The following Resolution at said meeting was passed:

RESOLVED: That a change of address of the principal office be filed with the State Department of Assessments and Taxation of Maryland as follows:

The Corporation Office shall be at Halfway Boulevard and Blake Road, Hagerstown, Maryland 21740 as of December 17, 1984. (Post Office Box 246, Hagerstown, Maryland 21741-0246)

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a Special Meeting duly called and held as above stated

Secretary

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

FELLOWS, READ & ASSOCIATES, INC., MARYLAND DIVISION

received for record January 28, 1985, at 10:45 A.M.
and recorded on Film No. 2698 Frame No. 002514 of
the charter records of the State Department of Assessments and Taxation of Maryland.
To the clerk of the Circuit court of Washington County 71

AA N^o 21381

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Return to: Meyers & Young
P. O. Box 1267
Hagerstown, Maryland 21740

Received for REcord July 3, 1985 at 12:49 o'clock P.M. Liber 34

CERTIFICATE

OF

CORPORATE RESOLUTIONS

RECORD .50
RECORD .75
B 5644CHCK 1.25
01985 7-03P12:49

I, Robert B. Murdock, the Undersigned, Secretary of Reprographic Systems & Visual Products, Inc., a Maryland corporation, do hereby certify to the State Department of Assessments and Taxation that at a meeting of the Board of Directors of the said Corporation duly and regularly called and held on the 9th day of February, 1985, a quorum being at all times present, the following resolution was unanimously adopted and recorded in the minute book of said Corporation, kept by me: RESOLVED: That the principal office of the Corporation be and it is hereby changed from 473 North Potomac Street, Hagerstown, Maryland 21740, to Suite 107, Franklin Center, 100 West Franklin Street, Hagerstown, Maryland 21740, and that the proper officers of the Corporation be and they are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

IN WITNESS WHEREOF, I have hereunto subscribed my name and the seal of the Corporation this 21st day of February, 1985.

Robert B Murdock

(SEAL)

Robert B. Murdock, Secretary



1985 FEB 28 A 10:41

NOTICE OF CHANGE OF PRINCIPAL OFFICE

634

OF

REPROGRAPHIC SYSTEMS AND VISUAL PRODUCTS, INC.

received for record February 28, 1985

, at 10:41 A.M.

and recorded on Film No. 2699

Frame No. 000382 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 71

AA N^o 21394

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Return to: Reprographic Systems and Visual Products, Inc.
100 West Franklin Street, Suite 107
Hagerstown, Maryland 21740

rc

Received for Record July 3, 1985 at 12:20 o'clock P.M.

Liber 34

2013
635
000370

RECORD .50
B 5614CHCK .50
01985 7-03P12:20

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT
Washington County
Hagerstown, MD 21740

Dear Sir:

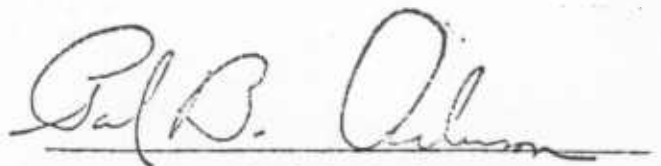
In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALES AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____
ROBERTS INSULATION AND SUPPLY CO., INC. (MD CORP.) TRANSFEROR

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is _____
N. & R. REALTY, INC. (MD CORP.) TRANSFEREE

3) The Articles were accepted for record on 2/15/85, at 9:05 AM

As Witness my hand and the Official seal of the said Department at Baltimore this 27th day of FEBRUARY, 1985.



Paul B. Anderson
Charter Specialist

REceived for record August 8, 1985 o'clock P.M.
Liber 34

B 22
RECORD 1.25
B SUB 1.25
04 3746 8-08 P3:26

CERTIFICATE OF RESOLUTIONS

I HEREBY CERTIFY that I am the Secretary of Chewsville Cooperative Association, Inc. (the Corporation), a Maryland corporation, and that I have been duly elected and am presently serving in that capacity in accordance with the Bylaws of the Corporation.

I further certify that at a meeting of the Board of Directors of the Corporation duly called and convened on the 12th day of February, 1985, the following resolutions were adopted by the Board of Directors:

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and is hereby changed from Ralph B. Wyand whose post office address is 250 South Potomac Street, Hagerstown, Maryland 21740 to Martha Bachtell whose post office address is Route #3, Box 71, Smithsburg, Maryland 21783 and who is resident of the State of Maryland.

RESOLVED: That the proper officers of the Corporation be and are hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

WITNESS my hand and seal and the seal of the Corporation, this 5th day of March, 1985.

(SEAL)


Nevin K. Lewis (SEAL)
Secretary

50778307

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

637

OF

CHEWSVILLE COOPERATIVE ASSOCIATION, INC.

received for record March 18, 1985

, at 8:30 A. M.

and recorded on Film No. 2703

Frame No. 003281 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 71

AA N^o 21533

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Return to: Strite and Schildt
138 West Washington Street
Hagerstown, Maryland 21740

rc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 34
INCORPORATION 636
LAND []
VAUGHN J. JEFFERSON, CLERK

636 34

001979

REceived for Record August 8, 1985 at 3:26 o'clock P.M. Liber 34

CERTIFICATE OF RESOLUTIONSRECORD 1.25
8 SUB 2.50
04 8747 8-08 P3:26

I HEREBY CERTIFY that I am the Secretary of AC Panels, Inc. (the Corporation), a Maryland corporation, and that I have been duly elected and am presently serving in that capacity in accordance with the Bylaws of the Corporation.

I further certify that by Action of the Director by Written Unanimous Consent on the 27th day of March, 1985, the following resolutions were adopted:

RESOLVED: That the principal office of the Corporation be and is hereby changed from 10 Light Street, Baltimore, Maryland 21202 to 138 West Washington Street, Hagerstown, Maryland 21740.

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and is hereby changed from James C. Doub, whose post office address is 10 Light Street, Baltimore, Maryland 21202, to William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, and who is a resident of the State of Maryland.

RESOLVED: That the proper officers of the Corporation be and hereby authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of these resolutions with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

WITNESS the signature of the undersigned this 27th day of March, 1985.

(SEAL)

Kathleen L. Hudson (SEAL)
Kathleen L. Hudson
Secretary

50338363

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT
AND AGENT'S ADDRESS

OF

AC PANELS, INC.

received for record April 1, 1985

, at 8:30 A.M.

and recorded on Film No. 2708

Frame No. 001978 ne of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N^o 21602

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	

Return to: Strite and Schildt
138 West Washington Street
Hagerstown, Maryland 21740

rc

LAW OFFICES
DAMERON & CLARKE, P.A.
SIX MONTGOMERY VILLAGE AVENUE
SUITE 402
GAITHERSBURG, MARYLAND 20879
301/921-4990

RECORD 1.25
B SUB ~~26-25~~
04 8748 8-08 P3:27

JAMES L. DAMERON III*
HENRY C. CLARKE, JR.*
WILLIAM P. LOPRIORE, JR.*
SARA F. TOWERY**
*MD. & D.C.
**VA

March 18, 1985

WASHINGTON, D.C. OFFICE
2301 M STREET, N.W.
SUITE 500
WASHINGTON, D.C. 20036

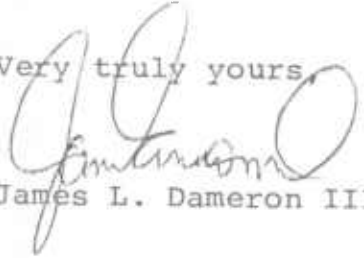
Robert M. Cierkes
Charter Division
State Department of Assessments
& Taxation
301 W. Preston Street
Baltimore, Maryland 21201

Re: SILVIA SANCHEZ, INC.

Dear Mr. Cierkes:

Enclosed please find my resignation as Resident Agent of the above-referenced corporation, to be effective ten (10) days after filing with your Department.

Very truly yours,


James L. Dameron III

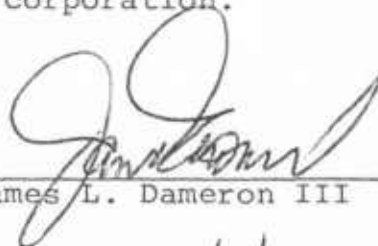
JLD/jk
Enclosure

cc: Sylvia Sanchez

22 6 V 4 - 80V 9861

RESIGNATION OF RESIDENT AGENT

I, JAMES L. DAMERON III, do hereby resign as Resident Agent of
SILVIA SANCHEZ, INC., a Maryland corporation.



James L. Dameron III

Dated: 3/3/85

DAMERON
WILSON CO
LEWIS HEDGECOCK

OF

SILVIA SANCHEZ, INC.

received for record April 4, 1985

, at 9:22 A. M.

and recorded on Film No. 2708

Frame No. 002100 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 71

AA N^o 21660

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	\$8.00	1.25

Return to: Dameron & Clarke
Six Montgomery Village Avenue, Ste. 402
Gaithersburg, Maryland 20879

rc

REceived for Record August 8, 1985 at 3:28 o'clock P.M.

Liber 34

RECORD .50
8 SUB 4.25
04 8749 8-08 P3:28

CERTIFICATE OF ARTICLES OF MERGER

CLERK OF THE CIRCUIT COURT

WASHINGTON COUNTY

Hagerstown, MD 21740

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of MERGER have been filed in this Office.

1) The name of each party to the Articles is _____

GOVERNMENT SERVICES SAVINGS & LOAN, INC. (MD CORP.)

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

CHEVY CHASE SAVINGS AND LOAN, INC. (MD CORP.) SURVIVOR

3) The Articles were accepted for record on 3/29/85, at 2:36 PM

As Witness my hand and the Official seal of the said Department at Baltimore this 8TH day of APRIL, 1985.

Paul B. Anderson
Charter Specialist

REceived for Record August 8, 1985 at 3:29 o'clock P.M.
Liber 34

002256

RECORD

B SUB

04 8751

5.00
9.75
8-08 PM:29

S & R CAREY EXCAVATING, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Robert E. Carey, whose post office address is Route 4, Box 35, Smithsburg, 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 S & R CAREY EXCAVATING, 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 purpose for which the Corporation is formed are:

(1) To engage in and operate an excavating and construction business.

(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 Route 4, Box 35, Smithsburg, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Robert E. Carey, Route 4, Box 35, Smithsburg, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

50798360

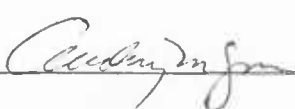
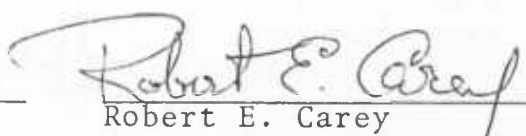
SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of a par value of One Dollar (\$1.00), all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, and upon a majority vote of the shareholders of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have three (3) directors, whose names are Robert E. Carey, Joyce E. Carey and Steven C. Carey.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 19 day of MARCH, 1985, and I acknowledge the same to be my act.

WITNESS:

 
Robert E. Carey

ARTICLES OF INCORPORATION
OF
S & R CAREY EXCAVATING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 20, 1985 AT 09:56 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 3 2706, FOLIO 002255 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ _____ 20
RECORDING FEE PAID: \$ _____ 20
SPECIAL FEE PAID: \$ _____

D1891845 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Don W. Kutt



A 174294

THE AMERICAN VETERANS OF WORLD WAR II, KOREA AND VIETNAM, (AMVETS)
DEPARTMENT OF MARYLAND INC.

001421

ARTICLES OF INCORPORATION

RECORD 5.00
B SUB 14.75
94 8752 8-08 P3:21

FIRST: The undersigned (1) Harold H. King, Sr., 200 Red Hill Drive, Hagerstown, Maryland 21740 (2) Donald N. Myers, 106 Edgewood Drive, Hagerstown, Maryland 21740 (3) A. Leo Anderson, 941 North Capitol Street, N.E., Washington, D.C. 20421 (4) David J. Passamaneck, 4647 Forbes Boulevard, Lanham, Maryland 20706, 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 the American Veterans of World War II, Korea and Vietnam, (AMVETS) Department of Maryland Inc.

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

- (1) To preserve for ourseleves and our posterity the great and basic truths and enduring principles upon which this Nation was founded.
- (2) To maintain a continuing interest in the welfare and rehabilitation of the disabled veterans of World War II, Korea and Vietnam and to establish facilities for the assistance of all veterans and to represent them in their claims before the Veterans' Administration and other organizations without charge.
- (3) To dedicate ourselves to the service and best interests of the community, State and Nation, to the end that our country shall be and remain forever a whole, strong, and free Nation.
- (4) To aid and encourage the abolition of prejudice, ignorance and disease. To encourage universal exercise of the voting franchise, to the end that there shall be elected and maintained in public office men and women who hold such office as a public trust administered in the best interests of all the people.
- (5) To advocate the development and means by which all Americans may become enlightened and informed citizens and thus participate fully in the functions of our democracy.
- (6) To encourage and support an international organization of all peace-loving nations, to the end that not again shall any nation be permitted to breach their national peace.
- (7) To continue to serve the best interests of our Nation in peace as in war.
- (8) To develop to the utmost the human, mental, spiritual, and economical resources of our Nation.
- (9) To perpetuate and preserve the friendships and comradeship born on the battlefield and nurtured in the common experience of service to our Nation during time of war.

50918558

THIRD CONTINUED

(10) To honor the memory of those men and women who gave their lives that a free America and a free world might live by the creation of living memorials in the form of additional educational, cultural, and recreational facilities.

(11) To operate as a corporation not for profit and that no part of the income or assets shall inure to the benefit of any of its members, directors, or officers, nor be distributable thereto otherwise than upon dissolution or final liquidation; and that such corporation is organized and shall be operated exclusively for charitable, educational, patriotic, and civic improvement purposes.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 106 Edgewood Drive, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Donald M. Myers, 106 Edgewood Drive, Hagerstown, Maryland 21740.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The number of directors of the Corporation shall be 4 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: Harold H. King, Sr., Donald N. Myers, A. Leo Anderson and David J. Passamaneck.

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

(1) The corporation hereby created shall have the following powers: To have perpetual succession with power to sue and be sued in any court of competent jurisdiction; take hold by lease, gift, purchase, grant, devise, or bequest any property, real or personal, necessary for attaining the objects and carrying into effect the purposes of the corporation, subject, however, to applicable provisions of law governing the amount or kind of real and personal property which may be held by, or otherwise limiting or controlling the ownership of real and personal property by, a corporation operating in Maryland; to ordain and establish a constitution, By-Laws and Regulations not inconsistent with the laws of the United States of America or the State of Maryland, for the management of its property and the regulation of its affairs; to use in carrying out its purposes such seals, emblems, and badges as it may lawfully adopt; to establish regional organizations and local posts; to publish magazines, newspapers, or any other publications consistent with the purposes of the corporation and to do any and all such acts and things as may be necessary and proper to carry into effect the purposes of the corporation.

SEVENTH CONTINUED

(2) No part of the activities of the corporation shall consist of carrying on propaganda.

(3) The Corporation and its officers and the members of its Executive Committee as such shall not contribute to or otherwise support or assist any political party or candidate for elective public office.

(4) Eligibility for membership in the Corporation and the rights and privileges of members shall be as provided in the Constitution and By-Laws of the organization, and terms of membership and requirements for holding office within the organization shall not be discriminatory on the basis of race, color religion, sex or national origin.

(5) Each member of the said corporation shall have the right to one vote in the conduct of official business at the post level. Each post shall have the right to elect delegates to conventions of the corporation, which delegates shall each exercise one vote in the conduct of business of the respective convention to which he or she is elected.

(6) The Executive Committee of the said corporation shall consist of one member duly elected to represent each post, and in addition, all elective officers of the corporation shall be members of the Executive Committee.

(7) The said corporation may acquire all of the assets of the existing unincorporated association known as AMVETS (American Veterans of World War II, Korea and Vietnam) Department of Maryland, upon discharge or satisfactory provision for the discharge of all its liabilities.

(8) In the event of a final dissolution or liquidation of such corporation, and after the discharge or satisfactory provisions for the discharge of all its liabilities, the remaining assets of the said corporation shall be transferred to the National Organization of AMVETS.

(9) The Corporation shall have power to:

- (a) Have succession by its corporate name;
- (b) Choose such officers, representatives, and agents as are necessary to carry out the purposes of the Corporation;
- (c) Contract and be contracted with;
- (d) Transfer and convey all real or personal property;
- (e) Borrow money for the purposes of the corporation, issue bonds therefor, and secure same by mortgage subject in every case to all applicable provisions of Federal or State Laws.

The Corporation shall be liable for the acts of its officials, representatives, and agents when acting within the scope of their authority.

SEVENTH CONTINUED

(10) The Corporation shall keep correct and complete books and records of account and shall also keep minutes to the proceedings of its members, conventions, executive committee, and committees having any of the authority of the conventions or executive committee; and shall keep at its registered office or principal office a record giving the names and addresses of its members entitled to vote; and permit all books and records of the corporation to be inspected by any member or his agent or his attorney for any proper purpose at any reasonable time.

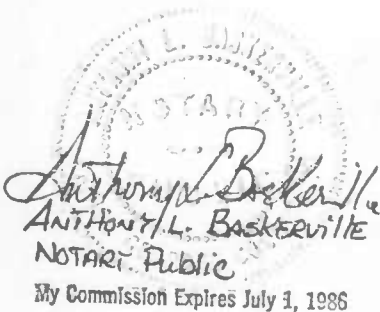
(11) The corporation shall not have or issue shares of stock, nor declare or pay dividends.

(12) No loan shall be made by the corporation to its officers or directors, or any of them, and any directors of the corporation who vote for or assent to the making of a loan or advance to an officer or director of the corporation, and any officer or officers participating in the making of any such loan or advance, shall be jointly and severally liable to the corporation for the amount of such loan until repayment thereof.

(13) The corporation and its regional, and local sub-divisions together with its Parent National Organization, shall have the sole and exclusive right to have and use in carrying out its purpose the name AMVETS (American Veterans of World War II, Korea and Vietnam), and such seals, emblems, and badges as the corporation may lawfully adopt.


EIGHT: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on February 11, 1985, and severally acknowledge the same to be our act.


Anthony L. Baskerville
NOTARY PUBLIC
My Commission Expires July 1, 1986


Harold H. King, Sr.)


Donald N. Myers


A. Leo Anderson


David J. Passamaneck

ARTICLES OF INCORPORATION
OF
THE AMERICAN VETERANS OF WORLD WAR II, KOREA AND VIETNAM,
(AMVETS) DEPARTMENT OF MARYLAND INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 01, 1985 AT 03:00 P. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 5710, FOLIO 001420, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

01901339 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Richard W. Fisher



A 174237

ARTICLES OF INCORPORATIONOFPERINI INVESTMENT PROPERTIES, INC.

RECORD	6.00
B SUB	20.75
04 8753	8-08 13:30

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 herein after referred to as the "Corporation"), is:

PERINI INVESTMENT PROPERTIES, INC.

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

(a) To purchase, develop, own, lease or otherwise acquire, hold, sell, assign, transfer, mortgage or otherwise dispose of interests in real property, securities and other investments, and to invest in entities which engage in any of the above functions or activities, including limited partnerships or other entities or corporations and to enter into any and all agreements necessary, desirable or appropriate to the aforemen-

50918057

tioned 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, 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 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, franchise or assets by the issuance in accordance with the laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

(c) 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 of this or any other Article of the Charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the 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 as set forth in 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 to 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 con-

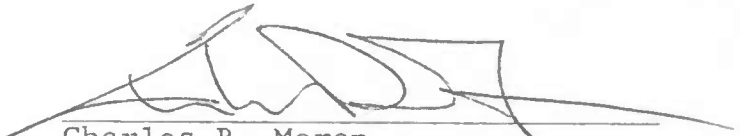
ferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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 28th day of March, 1985.

WITNESS:

Melanie D. Anson


Charles R. Moran

ARTICLES OF INCORPORATION
OF
PERINI INVESTMENT PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 29, 1985 AT 02:48 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2709, FOLIO 001001 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>24</u>	\$ <u> </u>
	<u>D1899582</u>	<u>6.00</u>

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 174001

Articles of Incorporation
of

003355

MOUNTAIN TOP FARMS, INC.

RECORD 5.00
B SUB 25.75
04 2754 2-08 P3:30

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 Mountain Top Farms, Inc.
- SECOND: The period of its duration is Perpetual
- THIRD: The purpose(s) for which the corporation is organized are: Farming operations and farm services.
- FOURTH: The aggregate number of shares which the corporation shall have authority to issue is three-thousand (3000) shares of par value OF ONE HUNDRED (\$100.00) per share.
- FIFTH: The corporation will not commence business until at least one-thousand dollars (\$1,000.00) 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
- EIGHT: 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: Route 550S Box 428, Cascade, Maryland, 21719 and the name of its initial registered agent at such address is Winfred E. Frazer.
- TENTH: ✓ Address of the principal place of business is Route 550S Box 428, Cascade, Maryland, 21719
- ELEVENTH: The number of directors constituting the initial board of directors of the corporation is five (5) 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:

50878111

ELEVENTH CONT:

President - Mrs. Winfred Frazer
Box 79
Blue Ridge Summit, PA 17219

Vice President - Mr. Robert J. Frazer Sr.
Box 79
Blue Ridge Summit, PA 17219

Secretary - Mrs. Lisa Frazer
Box 87
Cascade, MD 21719

Treasurer - Mr. Robert J. Frazer Jr.
Box 87
Cascade, MD 21719

Diane S. Phillips
412 N. Potomac Street
Hagerstown, MD 21740

The name and address of each incorporator is:

Name	Address
<u>Mrs. Winfred Frazer</u>	<u>Box 79, Blue Ridge Summit, PA, 17219</u>
<u>Mr. Robert J. Frazer Sr.</u>	<u>Box 79, Blue Ridge Summit, PA, 17219</u>
<u>Mrs. Lisa Frazer</u>	<u>Box 87, Cascade, MD, 21719</u>
<u>Mr. Robert J. Frazer Jr.</u>	<u>Box 87, Cascade, MD, 21719</u>
<u>Diane S. Phillips</u>	<u>412 N. Potomac Street Hagerstown, MD, 21740</u>

In witness whereof, the incorporator(s) have hereunto set their hands this 1st
day of March, 1985.

Mrs Winifred E. Frazer
Mr. Robert J. Frazer Sr.
Mrs. Lisa Frazer
Mr. Robert J. Frazer Jr.
Diane S. Phillips

Anne A. Spangley Notary
NOTARY PUBLIC, STATE OF MARYLAND
My Commission Expires July 1, 1987

ARTICLES OF INCORPORATION
OF
MOUNTAIN TOP FARMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 28, 1985 AT 02:30 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 3 2709, FOL **003354**, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 40

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1898485 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Alan W. Fisher



A 173911

663

002861.00

RECORD

8 SUB

04 8755

30-75
8-08 P3:31

REceived for Record August 8, 1985 at 3:31 o'clock P.M.

Liber 34

ARTICLES OF INCORPORATION

OF

THE FEED BIN, INC.

THIS IS TO CERTIFY:

FIRST: I, JAMES A. BURNS, whose post office address is Route #1, Box 120, Fairplay, Maryland 21733, 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

THE FEED BIN, INC.

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

(1) To engage in the manufacturing, buying, selling, storing, and otherwise handling and dealing in grain, hay, seeds, and produce of all kinds, and generally to do a grain storage and commission business in the State of Maryland, and elsewhere, and to buy, sell, mortgage, deed in trust, lease, and deal in the real estate and personal property, including grain elevators, warehouses, cribs, and other property, in and about the transaction of its business, and to do and perform any and all acts and things as may be necessary and incidental in and about the business aforesaid.

DAVID K. POOLE, JR.

ATTORNEY AT LAW

HAGERSTOWN TRUST BLDG

81 WEST WASHINGTON ST

HAGERSTOWN, MARYLAND

21740

50858704

(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 120, Fairplay, Maryland 21733. The name and post office address of the Resident Agent of the Corporation in this State are James A. Burns, Route #1, Box 120, Fairplay, Maryland 21733. 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 (\$100,000.00) Dollars par value, divided into ten thousand (10,000) shares of the par value of Ten (\$10.00) Dollars each.

SIXTH: The number of Directors of the Corporation shall be one (1), two (2), or three (3), which number may be determined 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 successor or successors are duly elected and have qualified is James A. Burns.

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.

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 duration of the Corporation shall be perpetual.

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG
81 WEST WASHINGTON ST
HAGERSTOWN, MARYLAND
21740

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of March, 1985, and I acknowledge the same to be my act.

WITNESS:

Charlotte Eichelberger

James A. Burns (SEAL)
James A. Burns

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 21st day of March, 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared JAMES A. BURNS, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he 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 FEED BIN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 26, 1985 AT 11:48 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2709, FOLIO 002860, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$ _____

D1897750 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Richard W. Fisher



A 173848

000068

ARTICLES OF INCORPORATION

OF

THOMAS, CHARLES AND WALKER, INC.

RECORDED
1985 MAR 18
04 56 35.75
8-08 P3:31

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: THOMAS, CHARLES AND WALKER, INC.

THIRD: 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 buy, sell, manage, lease, develop and generally brokerage residential, commercial and industrial real property and to brokerage money in carrying out the aforementioned purposes.

(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

50778488

upon the Corporation by law, and is not intended by the mention of any particular purposes, 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.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 50 Summitt Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is John Walker Ashbury, 23 East Patrick Street, Frederick, Maryland 21701. Said resident agent is an adult citizen of Maryland and presently resides therein.

FIFTH: 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 unanimous vote of the stockholders of the Corporation.

SIXTH: 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: HILTON C. SMITH, JR., STEVEN T. SAGER and JOHN W. ASHBURY.

SEVENTH: The duration of the Corporation shall be perpetual.

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

(1) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, 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 directors, 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 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 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 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 on the 14th day of March, 1985.

WITNESS:

Mary W. Thomas
MARY W. THOMAS

Russell T. Horman (SEAL)
RUSSELL T. HORMAN

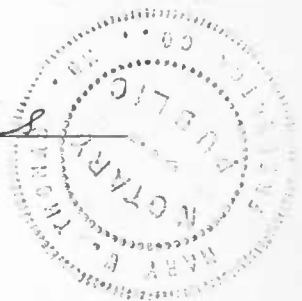
STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 14th day of March, 1985, 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.

Mary W. Thomas
MARY W. THOMAS, Notary Public

My Commission expires: 7/1/86



ARTICLES OF INCORPORATION
OF
THOMAS, CHARLES AND WALKER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 18, 1985 AT 11:08 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2707, FOLIO 000067 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$

D1894013
5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Anderson



A 173343

002539

Received for Record August 8, 1985 at 3:32 o'clock P.M.

Liber 34

RECORD	5.00
B SUB	40.75
04 8757	8-08 PS:32

ARTICLES OF INCORPORATION
OF
EXPEDITED SERVICES, INC.

FIRST: I, GERALD K. GIMMEL, whose post office address is 444 N. Frederick Avenue, Suite 200, Gaithersburg, Maryland 20877 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 Expedited Services, Inc.

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

(1) To engage in the business of acting as an Interstate Commerce Commission broker and arranger of transportation services as agent, broker, etc., 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 6 Coventry Lane, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent in this State is Gerald K. Gimmel, 444 N. Frederick Avenue, Suite 200, Gaithersburg, Maryland 20877. Said Resident Agent is an individual actually residing in this State.

GIMMEL, WEIMAN
& SAVITZ, P.A.
ATTORNEYS AT LAW
444 N. FREDERICK AVE.
SUITE 200
GAITHERSBURG,
MARYLAND 20877

(301) 840-8565

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Fifty Thousand (50,000) shares of common stock, one cent (\$.01) 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 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:

NAME	ADDRESS
Daniel Spreng	6 Coventry Lane Hagerstown, MD 21740
Connie Spreng	6 Coventry Lane Hagerstown, MD 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 securities exchangeable for or convertible into such shares, or any warrants or other instruments

GIMMEL, WEIMAN
& SAVITZ, P.A.
ATTORNEYS AT LAW
444 N. FREDERICK AVE.
SUITE 200
GAITHERSBURG,
MARYLAND 20877

(301) 840-8565

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

002603

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 March, 1985, and I acknowledge the same to be my act.

WITNESS:

Sabena Luddus Gerald K. Gimmel
GERALD K. GIMMEL,
Incorporator

GIMMEL, WEIMAN
& SAVITZ, P.A.
ATTORNEYS AT LAW
444 N. FREDERICK AVE.
SUITE 200
GAITHERSBURG,
MARYLAND 20877

(301) 840-8565

ARTICLES OF INCORPORATION
OF
EXPEDITED SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 28, 1985 AT 11:55 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2709, FOLIO 002598, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$ 5.00

01897289 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



William W. Fisher

A 173801

REceived for record August 8, 1985 at 3:32 o'clock P.M.

Liber 34

002596 6.00
8 SUB 46.75
04 3752 8-08 13:32

AMENDED ARTICLES OF INCORPORATION

OF

MAGNOLIA MANAGEMENT, INC.

FIRST: I, the undersigned, Lynda M. Murphy, whose post office address is 1220 19th Street, N.W., Suite 400, Washington, D.C. 20036, 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 herein-after called the "Corporation") is:

MAGNOLIA MANAGEMENT, INC.

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

(a) To engage in the business of managing and operating nursing homes, and to perform any functions and services related thereto, and in conjunction therewith, to acquire, lease, hold and dispose of 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, develop, improve, sell, exchange, let or in any manner encumber or dispose of real property wherever situated;

50798354

(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) To otherwise engage in and perform any activities or functions which may lawfully be performed by a business corporation organized under the laws of the State of Maryland.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation 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 this State is 2424 Paradise Church Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is Dominick J. Perini, 2424 Paradise Church Road, Hagerstown, Maryland 21740. The resident agent is a citizen of the State of Maryland who actually resides therein.

FIFTH: The total number of shares of stock of all classes which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) 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 as set forth in the By-Laws 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 organizational meeting and until their successors are duly chosen and qualified 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 and of the Directors and stockholders:

(1) The Board of Directors shall have 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 therefor, 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 at 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 to do so by resolution of the Board of Directors.

(2) 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 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 (i) the fact of the common directorship or interest is disclosed or known to the Board of Directors or its committee, and the Board of 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; (ii) the fact of the common directorship or interest is disclosed or known to the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested Director or corporation, firm, or other entity; or (iii) the contract or transaction is fair and reasonable to the Corporation. Common or interested Directors or the stock owned by them or by an interested corporation, firm, or other entity may be counted in

determining the presence of a quorum at the meeting of the Board of Directors or a committee of the Board or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this paragraph, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the Corporation at the time it was authorized, approved or ratified.

(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 advancement of related expenses.

(4) No holders of stock of the Corporation of whatever class shall have any preemptive rights or preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to such stock or securities 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.

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 Amended Articles of Incorporation, 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.

NINTH: In the time period between the filing of the original Articles of Incorporation and the filing of these Amended Articles of Incorporation, no organizational meeting of the Board of Directors was held, and the original incorporator has agreed to the Amended Articles as evidenced by her signature below.

IN WITNESS WHEREOF, the undersigned has executed these Amended Articles of Incorporation and acknowledges the same to be her act, and further acknowledges, under the penalties of perjury, that, to the best of her knowledge, information and belief, the matters and facts contained herein are true in all material respects on this 18th day of March, 1985.

WITNESS:

Mary Frances Crosby

Lynda M. Murphy
Lynda M. Murphy

AMENDED ARTICLES OF INCORPORATION
OF
MAGNOLIA MANAGEMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 20, 1985 AT 11:20 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED. Effective: 12/19/84, at 10:29 AM

RECORDED IN LIBER 2704, FOLIO 003595, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20.00

RECORDING FEE PAID:
\$ 24.00

SPECIAL FEE PAID:
\$

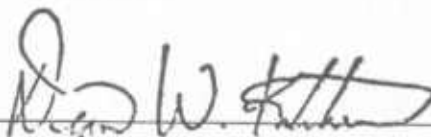
6.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.





A 173656

ARTICLES OF INCORPORATION

OF

MICHAEL J.R. GILKS, LIMITED

RECORD 5.00
8 SUB 51.75
04 8759 8-08 P3:32

THIS IS TO CERTIFY:

That I, J. Gregory Hannigan, whose post office address is 123 West Washington Street, Hagerstown, Maryland 21740, being an adult individual, do hereby declare myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland, and for such purpose, do hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE I

Name

The name of the Corporation shall be:

MICHAEL J.R. GILKS, LIMITED

ARTICLE II

Period of Duration

The period of existence and duration of the life of this corporation shall be perpetual.

ARTICLE III

Purposes and Powers

Section 1. Purpose. 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 engage in consultant, advisory, and sales work in connection with the organization, financing, management, operation, and reorganization of brick manufacturers.

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(b) To serve in an advisory, managerial and consultative capacity to brick manufacturers, brickyards, and related establishments of every kind and description in the brick industry, and to engage generally in the business of providing, promoting and establishing systems, methods, and controls for managerial efficiency and operations in the businesses enumerated above.

(c) To devise, develop, create, inaugurate, and contract for the establishment, installation, and sale and rental of systems, methods, and controls for efficient operation and management of the manufacture of bricks for the construction industry or other similar concerns, firms, partnerships, associations, and corporations and to provide, make available, and furnish maintenance and supervision and to train and instruct individuals in the operation, installation, and maintenance of such systems, methods, and controls.

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

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

Section 2. Powers. The foregoing enumeration of powers shall not be deemed to limit, restrict, or exclude in any manner those general powers of a corporation granted or conferred by the General Laws of the State of

Maryland. 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.

ARTICLE IV

Registered Office and Resident Agent

The post office address of the place at which the principal office for the transaction of business of this corporation shall be located at Route 8, Box 245, Hagerstown, Maryland 21740. ✓

The statutory resident agent of the Corporation shall be Michael J.R. ✓
Gilks, whose post office is Route 8, Box 245, Hagerstown, Maryland 21740. Said resident agent is a citizen and actual resident of the State of Maryland.

ARTICLE V

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:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Michael J.R. Gilks, Alfred S. Bendall, III and Barbara A. Gilks.

ARTICLE VI

Stock Provisions

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

ARTICLE VII

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.

ARTICLE VIII

Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any 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.

ARTICLE IX

The Corporation reserves the right to make from time to time any amendment to the Articles of Incorporation, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its Article of Incorporation of an outstanding stock.

IN WITNESS WHEREOF, The undersigned incorporator of MICHAEL J.R. GILKS, LIMITED, executes these Articles of Incorporation, acknowledges the same to be his act and further acknowledges that, to the best of his knowledge, the matters and facts set forth herein are true in all material respects under the penalties of perjury.

Dated the 14th day of March, 1985.

WITNESS:

Diane Wilson

J. Gregory Hannigan
J. Gregory Hannigan
123 West Washington Street
Hagerstown, Maryland 21740
Phone: (301)733-7970

ARTICLES OF INCORPORATION
OF
MICHAEL J. R. GILKS, LIMITED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 27, 1985 AT 10:29 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2709, FOLIO 002613, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 10

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$ D1897313 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 173804

Received for Record August 8, 1985 at 3:33 o'clock P.M.

Liber 734

ARTICLES OF INCORPORATION

BRIDGE TAVERN, INC.

RECORD 5.00
B SUB 56.75
04 8760 8-08 P3:33

FIRST: I, Ronald L. Socks, whose post office address is 806 Washington 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 BRIDGE TAVERN, INC.

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

(1) To operate a tavern; 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 806 Washington Avenue, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Esther V. Socks, 806 Washington 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 100,000 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 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: Ronald L. Socks, John E. Palmer and Jerry W. Hess.

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

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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 11 day of March, 1985, and I acknowledge the same to be my act.

WITNESS:

Eunice C. Jarne

Ronald L. Socks
Ronald L. Socks

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

I HEREBY CERTIFY, That on this 11th day of March, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ronald L. Socks and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Eunice C. Jarne
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
BRIDGE TAVERN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 12, 1985 AT 11:46 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2704, FOLIO 000405 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$ _____

D1888080

5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

R. B. Quinn



A 173828

REceived for Record August 8, 1985 at 3:33 o'clock P.M. 003023

Liber 34

WALTER T. SPELSBERG, M.D., P.A.

RECORD 5.00
8 SUB 61.75
04 8761 8-08 P3:33

ARTICLES OF INCORPORATION 1985 APR 10 A 10: 15

FIRST: I, WALTER T. SPELSBERG, M.D., whose post office address is P.O. Box 350, 418 S. Conococheague Street, Williamsport, Maryland 21795, 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 Walter T. Spelsberg, M.D., P.A.

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

(1) To engage in the medical practice of ophthalmology in the Hagerstown, Washington County area, and to own, maintain, conduct, operate, and carry on the business of dispensing opticians, and in the course of the business, to buy, sell, ship, store, and otherwise use, deal in, acquire, and dispense of every kind of optical, ophthalmic, and scientific instrument, glass, lens, or equipment necessary or convenient to the operation and conduct of the general business of dispensing opticians; and to engage in any other useful purpose and business.

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(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 P.O. Box 350, 418 S. Conococheague Street, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, Esquire, 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 five thousand (5,000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one (1). The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Walter T. Spelsburg

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 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 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. Notwithstanding any provision of law to the contrary, the affirmative vote of a majority of all the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval and/or advice of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (a) the amendment of the Charter of the Corporation;
- (b) the consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) the merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;
- (d) the sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Article of the Annotated Code of Maryland) as the corporation the stock of which is to be acquired; and
- (f) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation this 3rd day of April, 1985, and I
acknowledge same to be my act.


Walter T. Spelsberg, M.D.

ARTICLES OF INCORPORATION
OF
WALTER T. SPELSBERG, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 10, 1985 AT 10:15 A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2711, FOLIO 003022 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$

01903020

5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Edward W. Fisher



A 174502

003360

ARTICLES OF INCORPORATION

FRANKLIN WEST, LTD.

RECORD 5.00
2 SUB 66.75
04 8762 2-08 P3:34

FIRST: I, Richard Newman, whose post office address is 1845 Preston Road, 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 FRANKLIN WEST, LTD.

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

(1) To engage in the sale of food and beverage 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 28 West Franklin Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 82 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 1,000 shares of common stock, with \$100.00 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: Richard Newman, Georgia Newman and Richard W. Lauricella.

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

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

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

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 10th day of April, 1985, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Richard Newman
Richard Newman

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

I HEREBY CERTIFY, That on this 10th day of April, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard Newman and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
FRANKLIN WEST, LTD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 11, 1985 AT 09:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED. 4

RECORDED IN LIBER 2711, FOLIO 003359 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ 5.00

DL903491 5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Richard W. Keltner



A 174549

003395
RECORD
8 SUB
04 5763

5.00
71.75
8-08 P3:34

ARTICLES OF INCORPORATION

AAA BEEP, INCORPORATED

FIRST: I, William B. Bosch, whose post office address is 914 Corbett Street, 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 AAA BEEP, INCORPORATED.

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

(1) To engage in the sale of radio pocket pagers and other communication 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 914 Corbett Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 82 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 1,000 shares of common stock, with \$100.00 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: William B. Bosch, Ronald Woolfenden and Larry Gossard.

51018098

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 10th day of April, 1985, and I acknowledge the same to be my act.

WITNESS:

Ed. L. L. L.

William B. Bosch

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

I HEREBY CERTIFY, That on this 10th day of April, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William B. Bosch and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public



ARTICLES OF INCORPORATION
OF
AAA BEEP, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 11, 1965 AT 09:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2711, FOLIO 003394 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

01903866 5.00

TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 174556

002089

REALTY WORLD
Settles - Nigh
Real Estate and Insurance
Inc.

RECORD 5.00
B SUB 76.75
04 2764 8-08 P3:35

ARTICLES of AMENDMENT

REALTY WORLD, Settles-Nigh, Real Estate and Insurance, Inc., a Maryland corporation having it's principal office at 205 South Potomac Street in 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 striking Article Second of the Articles of Incorporation and Substituting in lieu thereof a new Article Second to read as follows:

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

SETTLES - NIGH Incorporated

SECOND: These Articles of Amendment have been unanimously approved by written formal action of a majority the members of the Board of of Directors of the Corporation, which duly advised the foregoing amendment, and by written formal action unanimously taken by the Stockholders of the Corporation.

IN WITNESS WHEREOF, REALTY WORLD, Settles - Nigh, Real Estate and Insurance Inc., has caused these presents to be signed in it's name and on it's behalf by it's President and it's Corporate Seal to be hereto affixed and attested by it's Secretary this first (1st) day of April, 1985, and it's President acknowledges that these Articles of Amendment are the act and deed of said 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.

51008083

000500

002090

REALTY WORLD, Settles - Nigh
Real Estate and Insurance, Inc.

(Corporate Seal)

By *Keller Nigh*
President

ATTEST:

By *Nancy B. Nigh*
Secretary

APPROVED FOR RECORD
APPROVED FOR RECORD
APPROVED FOR RECORD
APPROVED FOR RECORD

STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION
APPROVED FOR RECORD

APPROVED FOR RECORD
APPROVED FOR RECORD
APPROVED FOR RECORD
APPROVED FOR RECORD

1995 APR 10 A 9 49

ARTICLES OF AMENDMENT

OF

REALTY WORLD, SETTLES-NIGH REAL ESTATE AND INSURANCE, INC.

Changing its name to

SETTLES - NIGH INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 10, 1985 AT 9:49 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2712 , FOLIO 002088 , OF THE 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

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



Richard W. Fisher

A 174381

REceived for Record August 8, 1985 at 3:35 o'clock P.M. Liber 34

RECORD 5.00
2 SUB 81.75
04 8765 8-08 PG:35

STRITE AND SCHILDT,
A PROFESSIONAL ASSOCIATION

ARTICLES OF AMENDMENT

STRITE AND SCHILDT, A PROFESSIONAL ASSOCIATION, a Maryland corporation, having its principal office at 138 West Washington Street, Hagerstown, Maryland (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Articles of Incorporation of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following: "SECOND: The name of the Corporation is STRITE, SCHILDT & VARNER, A PROFESSIONAL ASSOCIATION."

SECOND: The above-stated amendment to the Articles of Incorporation was advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, STRITE AND SCHILDT, A PROFESSIONAL ASSOCIATION, 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 Assistant Secretary on this 20th day of March, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of STRITE AND SCHILDT, A PROFESSIONAL ASSOCIATION, and, under the penalties of perjury, that the

50886398

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:

STRITE AND SCHILDT,
A PROFESSIONAL ASSOCIATION


Assistant Secretary

By: 
President

(SEAL)

ARTICLES OF AMENDMENT

OF

STRITE AND SCHILDT,
A PROFESSIONAL ASSOCIATION

Changing its name to

STRITE, SCHILDT & VARNER, A
PROFESSIONAL ASSOCIATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 29, 1985

AT

10:30 O'CLOCK

A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2709, FOLIO 000045, OF THE 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 DEPARTMENT AT BALTIMORE.



A 173601

Received for Record August 8, 1985 at 3:35 o'clock P.M.
Liber 34

RECORD 5.00
8 SUB. 86.75
04 2766 2-02 P3:35

ARTICLES OF DISSOLUTION
OF
HARLAND CORPORATION

Harland Corporation, a Maryland corporation (the "Corporation"), certifies that:

FIRST: The Corporation is hereby dissolved.

SECOND: The address of the principal office of the Corporation is 49 Summit Avenue, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution and until the affairs of the Corporation are wound up are Harvey H. Heyser, Jr., 1118 OAK HILL AVE. HAGER. MD. 21740.

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

Martha H. Massey	<u>Rt. 3, Box 227</u> <u>Williamsport, MD 21795</u>
Harvey H. Heyser, Jr.	<u>1118 Oak Hill Avenue</u> <u>Hagerstown, MD 21740</u>
Lynda H. Hoover	<u>1231 Pine Street</u> <u>Philadelphia, PA 19107</u>

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

President and Treasurer	Harvey H. Heyser, Jr.	<u>1118 Oak Hill Avenue</u> <u>Hagerstown, MD 21740</u>
Vice President and Secretary	Martha H. Massey	<u>Rt. 3, Box 227</u> <u>Williamsport, MD 21795</u>

SIXTH: The Dissolution of the Corporation was approved in the manner and by the vote required by law and by the charter of

50838026

the Corporation. The manner of approval of the dissolution is as follows. The board of directors of the Corporation adopted a resolution by unanimous written consent which declared that the dissolution of the Corporation is advisable and directed that the proposed dissolution be submitted for consideration by the stockholders for approval by unanimous written consent. The dissolution was approved by the stockholders by unanimous written consent.

SEVENTH: Notice of dissolution was mailed to all known creditors of the Corporation on or before 6TH February, 1985.

EIGHTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of each of the following collectors of taxes stating that all taxes not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation and billed and payable to them by the Corporation, including taxes for the current year, are paid or provided for in a manner satisfactory to them: None (See certificate from the State Department of Assessments and Taxation).

IN WITNESS WHEREOF, the Corporation has caused these Articles to be signed in its name and on its behalf as of this 23 day of February, 1985 by its President who acknowledges that these Articles are the act of the Corporation and that to the best of his knowledge, information and belief and under penalties for perjury, all matters and facts contained in these Articles are true in all material respects.

ATTEST:

Martha H. Massey
Martha H. Massey,
Secretary

HARLAND CORPORATION

By: Harvey H. Heyser, Jr.
Harvey H. Heyser, Jr.,
President

EMD6/pp



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

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

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

HARLAND CORPORATION

have been paid.

WITNESS my hand and official seal this

14th day of MARCH A.D. 1985.

A handwritten signature in cursive script, reading "Patricia A. Meekal".

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

ARTICLES OF DISSOLUTION
OF
HARLAND CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 28, 1985 AT 11:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2708, FOLIO 002342, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ <u>20.00</u>	\$ <u>30.00</u>
	<u>5.00</u>	

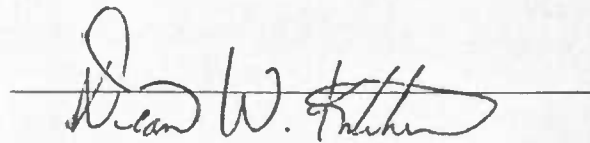
TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON COUNTY

dr

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.





A 173512

Receivd for Record August 8, 1985 at 3:36 o'clock P.M.
Liber 34

003423

MASON-DIXON COUNCIL OF BOY
SCOUTS OF AMERICA INC.

ARTICLES OF AMENDMENT

RECORD 5.00
8 816 91.75
04 8767 8-08 P3:36

Mason-Dixon Council of Boy Scouts of America, Inc., a Maryland corporation, having its principal office at 1200 Crestwood Drive, Hagerstown, MD 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 was amended by Articles of Amendment dated November 8, 1939, and by Articles of Amendment dated February 22, 1956 and by Articles of Amendment dated February 28, 1969, and is hereby further amended, which amendment shall be affective from and after the date of acceptance of these Articles of Amendment by the Department.

SECOND: The Charter of the Corporation is hereby amended by striking in their entirety Articles, SECOND, THIRD, FOURTH, FIFTH, SIXTH, SEVENTH and EIGHTH and by substituting in lieu thereof the following:

"SECOND: The name of the Corporation is Mason-Dixon Council, Inc.,
Boy Scouts of America. ✓

"THIRD: The Corporation shall have perpetual existence but shall take such action as may be necessary to dissolve in the event of the revocation or termination of its charter from the Boy Scouts of America, a corporation organized under Act of Congress.

"FOURTH: The Corporation shall promote, within the territory covered by the charter from time to time granted it by the Boy Scouts of America and in accordance with the Congressional Charter, By-laws, and Rules and Regulations of the Boy Scouts of America, the Scouting program of promoting the ability of boys and young men and women to do things for themselves and others, training them in Scoutcraft, and teaching them patriotism, courage, self-reliance, and kindred virtues, using methods which are now in common use by the Boy Scouts of America.

50638371

The corporation shall have and may exercise in a manner consistent with the Congressional Charter, Bylaws, and Rules and Regulations of the Boy Scouts of America all powers given to nonprofit corporations under the laws of the State of Maryland.

"FIFTH: The Corporation shall be operated as a nonprofit corporation exclusively for charitable and educational purposes within the meaning of Section 501 of the Internal Revenue Code of 1954, as from time to time amended.

The corporation shall at all times maintain the principles and policies of the Boy Scouts of America, as set forth in detail in the By-laws and the Rules and Regulations of the Boy Scouts of America in official handbooks, or as may be announced by the Boy Scouts of America from time to time, specifically restricting the leadership to those persons who are willing to subscribe to the declarations of principles therein set forth and to the Scout Oath and Law and who otherwise are qualified to receive certificates of leadership.

"SIXTH: The corporation shall have one or more classes of members, as provided in the By-laws of the corporation, and may have honorary members.

Each active, associate, or honorary member of the corporation shall be a citizen of the United States of America or have taken the preliminary steps to becoming a citizen of the United States of America, (a) has subscribed to the Scout Oath and Law and the By-laws and Rules and Regulations of the Boy Scouts of America, (b) has been registered by the Boy Scouts of America in accordance with its By-laws and Rules and Regulations, and (c) otherwise meets all qualifications for membership from time to time established by the Boy Scouts of America.

"SEVENTH: The Executive Board of the Corporation shall be composed of such number of persons, in no event fewer than twenty-five (25) or more than fifty (50), who shall be elected in such manner as prescribed in the By-laws and rules and regulations of the Corporation.

724


"EIGHTH: The post office address of the place at which the principal office of the Corporation is located in this state is 1200 Crestwood Drive, Hagerstown, Maryland 21740. The resident agent of the Corporation is David D. Pool, ✓ whose post office address is 7-I Milestone Garden Apartments, Williamsport, Maryland 21795, and said resident agent is a citizen of the State of Maryland and actually resides therein.

THIRD: That the Executive Board of the Corporation, at a meeting duly convened and held on the 27th day of November, 1984, duly advised the foregoing amendments by passing a resolution declaring that said amendments were advisable and calling a meeting of the members of the Corporation, pursuant to the By-laws thereof, to take action thereon.

FOURTH: That the members of the Corporation, at a meeting duly called by the Executive Board of said Corporation for which notice was duly given in accordance with the charter and By-laws of said Corporation, approved and adopted the foregoing amendments by an affirmative majority vote of all members present and entitled to vote on the 22nd day of January, 1985, at which meeting a quorum was present.

IN WITNESS WHEREOF, MASON-DIXON COUNCIL OF BOY SCOUTS OF AMERICA 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 22nd day of January, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of MASON-DIXON COUNCIL OF BOY SCOUTS OF AMERICA 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: (Corporate Seal)


David D. Pool, Secretary

MASON-DIXON COUNCIL OF BOY SCOUTS OF AMERICA INC.

BY: 
Joseph A. Davies, President

ARTICLES OF AMENDMENT

OF

MASON-DIXON COUNCIL OF BOY SCOUTS OF AMERICA, INC.

Changing its name to

MASON-DIXON COUNCIL, INC., BOY SCOUTS OF AMERICA

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MARCH 4, 1985 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

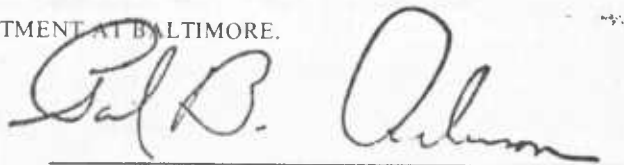
RECORDED IN LIBER 2704, FOLIO 003422, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ _____RECORDING FEE PAID:
\$ 20.00
5.00SPECIAL 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 DEPARTMENT AT BALTIMORE.



A 173223

Received for Record August 8, 1985 at 3:36 o'clock P.M.
Liber 34

HAGERSTOWN NEWS DISTRIBUTORS, INC.

ARTICLES OF REVIVAL

RECORD 5.00
B SUB 96.75
04 2768 2-02 P3:36
1985 FEB 15 A 10:27

Hagerstown News Distributors, 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 15, 1971 , 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 News Distributors, Inc.

THIRD: The name by which the Corporation will hereafter be known is Hagerstown News Distributors, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 29 North Prospect Street, Hagerstown, Washington County, 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.

50648214



(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Melvin C. Greenwald, Rt. #2, Box 121-C, Boonsboro, Washington Co., MD. 21713
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 to 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 February 14, 1985.

Melvin C. Greenwald
Melvin C. Greenwald
Last Acting President
Brigitte E. Greenwald
Brigitte E. Greenwald
Last Acting Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14th day of February, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Melvin C. Greenwald, the last acting President, and Brigitte E. Greenwald, the last acting Secretary of Hagerstown News Distributors, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1986



AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Melvin C. Greenwald, President of Hagerstown News Distributors Inc.
(insert name and title) (insert name of corporation)

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

Melvin C. Greenwald
Melvin C. Greenwald
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on March 1, 1985 before me, the
(insert date)

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

County of Washington, State of Maryland personally appeared
(insert name or county for which notary is appointed)

Melvin C. Greenwald and made oath under the penalties of
(insert name of person swearing)

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

As witness my hand and notarial seal

Robert B. Spaul
(Signature of notary public)

My Commission expires July 1, 1986.

ARTICLES OF REVIVAL
OF
HAGERSTOWN NEWS DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 7, 1985 AT 9:01 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2704, FOLIO 003361 OF THE 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 DEPARTMENT AT BALTIMORE.

Gal B. Auburn



A 173210

000149

Received for Record September 4th, 1985 At 10:26 A.M.
LIBER 34

CORRECTED CERTIFICATE OF ARTICLES OF SALE AND TRANSFER
(FILED TO CORRECT NAME OF ONE TRANSFEREE ON ARTICLES OF TRANSFER AND
CERTIFICATE OF CONVEYANCE ORIGINALLY FILED DECEMBER 31, 1984).

CLERK OF THE CIRCUIT COURT
Washington County
Hagerstown, MD 21740

RECORD .50
A SUB 1.00
04 1018 9-04410:26

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and
Associations Article of the Annotated Code of Maryland, the State
Department of Assessments and Taxation does hereby certify that ~~ATTA/APP/~~
has
of CERTIFICATE OF CORRECTION ~~/APP/~~ been filed in this Office.

1) The name of each party to the Articles is _____

FROM

CMA CABLEVISION ASSOCIATES, XI (PA LIMITED PARTNERSHIP)

2) The name of the successor and the location of its principal
office in this State or if it has none, its principal place of business is

TO

CMA CABLEVISION ASSOCIATES XI, LIMITED PARTNERSHIP (PA LIMITED PARTNERSHIP)

3) The Articles were accepted for record on 3/26/85, at 9:59 AM

As Witness my hand and the Official
seal of the said Department at Baltimore
this 7TH day of MAY,
1985.



Paul B. Anderson

Paul B. Anderson
Charter Specialist

TRI-STATE CABLE T.V., INC.
CERTIFICATE OF CORRECTION

Received for Record September 4th, 1985 At 10:28 A.M. LIBER34 ?

Tri-State Cable T.V., Inc., a Maryland corporation, Cable Franchises, Inc., a Delaware corporation, and CMA Cablevision Associates XI, Limited Partnership, a Pennsylvania limited partnership, hereby certify to the State Department of Assessments and Taxation of Maryland that:

FIRST: This Certificate of Correction corrects Articles of Sale and Transfer entered into by the above referenced parties on December 31, 1984.

SECOND: Pursuant to such Articles of Sale and Transfer, Tri-State Cable T.V., Inc. was established as the Transferor and Cable Franchises, Inc. and CMA Cablevision Associates XI, Limited Partnership were established as the Transferees with respect to the sale and transfer of substantially all of its property and assets by the Transferor.

THIRD: The Articles were filed for record with the State Department of Assessments and Taxation on December 31, 1984.

FOURTH: As previously filed, the Articles of Sale and Transfer incorrectly recited the legal name of CMA Cablevision Associates XI, Limited Partnership as "CMA Cablevision Associates, XI" and such recitation was made in the Articles of Sale and Transfer as follows:

- a. First paragraph after captioning of "Articles of Sale and Transfer".
- b. Item SECOND (b).
- c. Item NINTH, final sentence.
- d. Paragraph following Item ELEVENTH, including signature line.
- e. Certification upon final page of Articles.

FIFTH: The aforesaid erroneous references to the name of said Transferee are each hereby corrected to state "CMA Cablevision Associates XI, Limited Partnership.

SIXTH: This Certificate of Correction does not:

1. Alter the words of any resolution which was adopted by the Board of Directors or the stockholders of any party to the Articles; or

RECORD 3.00
A 006 5.25
1020 9-04A10:28

50818205
50818206

2. Make any other change or amendment which would not have complied in all respects with the requirements of the Corporations and Associations Articles of the Annotated Code of Maryland at the time the Articles were filed; or

3. Change the effective date of the Articles; or

4. Affect any right or liability accrued prior to the filing hereof, except that any right or liability accrued or incurred by reason of the error or defect being corrected shall be extinguished by the filing of this Certificate of Correction if the person having the right has not detrimentally relied on the Articles before said correction.

IN WITNESS WHEREOF, Tri-State Cable T.V., Inc., Cable Franchises, Inc. and CMA Cablevision Associates XI, Limited Partnership, parties to the aforesaid original Articles of Sale and Transfer have caused this Certificate of Correction to be signed and acknowledged as the respective act of each party.

Attest to Signature
and Corporate Seal:


Assistant Secretary

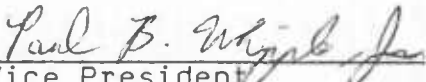
TRI-STATE CABLE T.V., INC.,
Maryland corporation

By:  (SEAL)
Vice President

Attest to Signature
and Corporate Seal:


Assistant Secretary

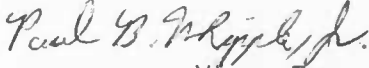
CABLE FRANCHISES, INC., a
Delaware corporation

By:  (SEAL)
Vice President

Attest:


Assistant Secretary

CMA CABLEVISION ASSOCIATES XI,
LIMITED PARTNERSHIP, a Pennsylvania
limited partnership

By:  Vice President (SEAL)
Cable Managment Associates, Inc.
a Pennsylvania corporation, its
General Partner

The undersigned, Stanley E. Bloch, Vice President of Tri-State Cable T.V., Inc. who executed on behalf of said corporation the foregoing Certificate of Correction of which this certification is made a part hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Certificate of Correction 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.

TRI-STATE CABLE T.V., INC.

By: Stanley E. Bloch
V.P.

The undersigned, Paul B. Whipple, Vice President of Cable Franchises, Inc. who executed on behalf of said corporation the foregoing Certificate of Correction of which this certification is made a part hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Certificate of Correction 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.

CABLE FRANCHISES, INC.

By: Paul B. Whipple

The undersigned, Paul B. Whipple, Vice President of Cable Management Associates, Inc., the corporate general partner of CMA Cablevision Associates XI, Limited Partnership, a Pennsylvania limited partnership, who executed on behalf of said corporation the foregoing Certificate of Correction of which this certification is made a part hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Certificate of Correction 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.

CMA CABLEVISION ASSOCIATES XI,
LIMITED PARTNERSHIP, a
Pennsylvania limited partnership

By: Paul B. Whipple
Cable Management Associates, Inc.
a Pennsylvania corporation
General Partner

CERTIFICATE OF CORRECTION OF ARTICLES OF SALE AND TRANSFER

Changing the name of one of the transferees

FROM

CMA CABLEVISION ASSOCIATES, XI (PA LIMITED PARTNERSHIP)

TO

CMA CABLEVISION ASSOCIATES XI, LIMITED PARTNERSHIP
(PA LIMITED PARTNERSHIP)

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MARCH 26, 1985 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2716 2715, FOLIO 000143, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ _____

RECORDING FEE PAID:

\$ 12.00
4.00
4.00
20.00

SPECIAL FEE PAID:

\$ 5.00

rt. of Conv.-Fred. Co.-Land Rcds.
rt. of Conv.-Wash. Co.-Land Rcds.

3.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 175271

Received for Reocrd September 4th, 1985 At 10:27 A.M. LIBER 34 2

CERTIFICATE OF CHANGE OF RESIDENT AGENT

OF ^{8/16/85} ~~SHOULD be~~ RECORD .50
^{Record} ~~RECTAX~~ .75
 S C DEVELOPMENT CORP., INC. SBTL 2.25
 06 1019 9-04 A10:27

RESOLUTION OF DIRECTORS

RESOLVED: That the Resident Agent of the Corporation is hereby changed to James C. Oliver, 300 E. Lombard Street, Baltimore, Maryland 21202. Said Resident Agent is an individual actually residing in this State.

CERTIFICATION

I HEREBY CERTIFY, that the foregoing resolution was duly adopted by the Board of Directors of S C Development Corp., Inc. on April 19, 1985.

Norman R. Sandler
 Norman R. Sandler,
 President

Dated:

April 19, 1985

3802e

51158001

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

SC DEVELOPMENT CORP., INC.

received for record April 24, 1985

, at 3:58 P.M.

and recorded on Film No. 2714

Frame No. 002907 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 71

AA N^o 21863

Special Fee Paid	\$5.00	50¢
Recording Fee Paid	\$3.00	75¢
Total	\$8.00	1.25

Return to: Frank, Bernstein, Conaway & Goldman
Attn: Alice L. Ward
300 East Lombard Street
Baltimore, Maryland 21202

rc

Received for Record September 4th, 1985 At 10:28 A.M. LIBER 34

ARTICLES OF INCORPORATION
OF
CHRISTY'S AUTO OUTLET, INC.

003569
1985 MAY -9 A 9:57
RECORDED
A 508 11-25
04 1021 9-04-810:28

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Joseph C. Weeks, whose post office address is 965 Greenbriar Road, Hagerstown, Maryland, 21740, and George F. Douglas, whose post office address is 950 Greenbriar Road, Hagerstown, Maryland, 21740; all being at least eighteen years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these articles.

SECOND: That the name of the corporation (which is hereinafter called the "Corporation") is CHRISTY'S AUTO OUTLET, INC.

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

(a) To engage in the manufacture, sale and distribution of automobiles, motor cars, motor trucks and other mechanically propelled vehicles and automobile and vehicle parts and sundries; to vend and deal in automobiles, motor cars, motor trucks and other mechanically propelled vehicles and automobile and vehicle parts and sundries and other articles; to acquire and own patents, improvements and franchises, and to operate under such patents, improvements and franchises pertaining to the matters and things enumerated therein.

(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,

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mortgage, sell, exchange, let or in any manner encumber or dispose of real property wherever situated.

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

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, or 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.

(f) 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 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

003571

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.

(g) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes 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.

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

(i) 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 American 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 not intended by the mention of any particular purposes, 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 25 Fairground Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Joseph Weeks, whose post office address is 965 Greenbriar Rd., 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 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 of all shares having par value is One Hundred Thousand (\$100,000.00) Dollars. Transfer or sale of shares of stock shall not be made without first offering to the Corporation the right to purchase said shares at their duly appraised book value as may

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be determined by the Corporation's Accountant, which offer shall be accepted or rejected by the Corporation within sixty (60) days of said proffer. Settlement thereon to be within thirty (30) days thereafter.

SIXTH: The number of directors of the Corporation shall be two, which number may be increased pursuant to the by-laws of the Corporation but shall never be less than two nor more than five; the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Joseph C. Weeks and George F. Douglas.

(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 interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may vote there at 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.

(c) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments 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.

(d) 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.

(e) 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

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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 this 7th day of May, 1985.

Witness:

[Signature]
[Signature]

[Signature] (SEAL)
Joseph C. Weeks
[Signature] (SEAL)
George F. Douglas

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 7th day of May, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared JOSEPH C. WEEKS and GEORGE F. DOUGLAS, and each acknowledged the foregoing Articles of Incorporation to be their act.

WITNESS my hand and Official Notarial Seal.

[Signature]
Notary Public

My Commission Expires: 7/1/86

746

ARTICLES OF INCORPORATION
OF
CHRISTY'S AUTO OUTLET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 09, 1985 AT 09:57 . A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

8

003588

2730
RECORDED IN LIBER ~~2730~~, FOLIO ~~004225~~ OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20
RECORDING FEE PAID: \$ 24
SPECIAL FEE PAID: \$

D1920859

\$6.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Ashman



A 176537

000925

Received for Record September 4th, 1985 At 10:28 A.M. LIBER 34

ARTICLES OF INCORPORATION

OF

LEITER DEVELOPMENT CORPORATION

(A Statutory Close Corporation)

RECORDED
A SUB 17-25
04-1027 9-04A:123

This is to certify:

That I, the Subscriber, M. Albert Morningstar, whose post office address is 146 West Patrick Street, Frederick, Maryland 21701. being of full age, do under and by virtue of the General Laws of the State of Maryland, hereby intend to form a corporation by the execution and filing of these Articles.

Article I Name

The name of the Corporation (which is hereinafter called "the Corporation") is Leiter Development Corporation. Leiter Development Corporation shall be a statutory Close Corporation.

Article II - Purposes

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

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.

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 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. The Corporation is formed upon the articles, conditions, and provisions herein expressed, and subject in all particu-

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lars to the limitations relative to corporations which are contained in the general laws of this state.

Article III - Address and Resident

The principal office of the Corporation in the State of Maryland will be maintained at 2330 Appletree Drive, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Peter A. Leiter whose address is 2330 Appletree Drive, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

Article IV - Capital Stock

The total amount of the authorized stock of the Corporation is five thousand (5,000) shares of common stock of no par value.

The directors of the Corporation are hereby empowered to issue from time to time shares of its stock, without par value, for such considerations as said directors may deem advisable, irrespective of the value or amounts of such considerations, after first obtaining majority approval of the directors of the Corporation.

The number of directors of the Corporation shall be not less than one nor more than twenty-five. The name of the director who shall act until his successor is duly chosen and qualify shall be Peter A. Leiter whose address is 2330 Appletree Drive, Hagerstown, Maryland 21740 and he shall be the sole stockholder of the Corporation.

Article V - Powers and Limitations

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, 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 and reclassify any unissued shares by fixing or altering in any one or more aspects, from time to time,

000927

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 contracts or transactions of the Corporation, provided said contract or transaction is fair and reasonable to the Corporation and, in the absence of fraud, no contract or other transaction shall be thereby affected or invalidated; provided, however, that, in the event a director or any firm of which a director is a member or any corporation or association of which a director may be an officer or director is so interested, such fact shall be disclosed or shall have been known by the Board of Directors of the Corporation, and any director of the Corporation who is also a director or officer or has interest 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 of the Corporation who shall authorize, ratify or confirm any such contract or transaction by affirmative vote of disinterested directors even if the disinterested directors constitute less than a quorum.

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 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 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.

Article VI - Indemnification

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

1. The Corporation shall indemnify any 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 his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall create a rebuttable presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation.

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 the 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 as 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 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 VI 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 VI.

4. Any indemnification under Paragraph 1 or 2 of this Article VI (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 VI. 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 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 be ultimately determined that he is entitled to be indemnified by the Corporation.

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. An indemnification pursuant to this Article VI shall not be deemed exclusive of any other rights to which those indemnified may be entitled and shall continue as to the 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.

Article VII - Pre-emptive Rights

No holder of any share of any class of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation, of any class, now or hereafter authorized, or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13th day of July, 1985.

Witness:

Norman J. Cress

M. Albert Morningstar
M. Albert Morningstar

000931

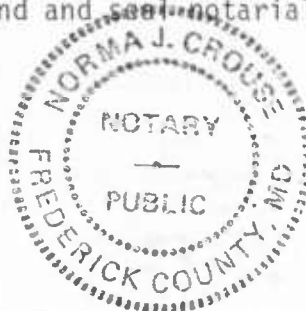
STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 13th day of May, 1985, before me, the Subscriber, a notary public of the State of Maryland, in and for the county aforesaid, duly commissioned and qualified, personally appeared M. ALBERT MORNINGSTAR and acknowledged to me that the foregoing Articles of Incorporation is his own act and deed.

WITNESS my hand and seal notarial.

My commission expires:

July 1, 1986



Norma J. Crouse
Norma J. Crouse, Notary Public

ARTICLES OF INCORPORATION
OF
LEITER DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

MAY 14, 1985 AT 09:59 A. O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2719, FOLIO 000924 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 24 SPECIAL FEE PAID: \$

D1923317 \$ 6.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Anderson



A 176782

003515

CERTIFICATE OF LIMITED PARTNERSHIP
OF

CRANBERRY LIMITED PARTNERSHIP

Received for Record September 4th, 1985 At 10:28 A.M. LIBER 34

WE, THE UNDERSIGNED, desiring to form the limited partnership to be known as Cranberry Limited Partnership (the "Partnership") pursuant to the laws of the State of Maryland, hereby certify and swear as follows:

I. The name of the Partnership is Cranberry Limited Partnership.

II. The purpose of the Partnership is to acquire, develop, own, hold, improve, operate, manage and dispose of the Property (as hereinafter defined) and, subject to the provisions of this Agreement, to engage in any related activities except those prohibited by law. The "Property" shall be the real property and any personal property, whether contract rights, partnership interests, promissory notes, mortgages and deeds of trust, purchase options or otherwise owned or leased by the Partnership from time to time.

III. The location of the principal office of the Partnership in the State of Maryland is at Meyers & Young, P.A., 81 West Washington Street, Hagerstown, Maryland 21740. The location of the principal place of business of the Partnership is at 1633 Broadway, New York, New York 10019. The resident agent of the Partnership is William P. Young, Jr., 81 West Washington Street, Hagerstown, Maryland 21740.

51018084

Recorded in Error--See Limited Partnerships Liber 3 Folio 329

IV. A. The names and places of residence of the general partners of the Partnership (the "General Partners") are as follows:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
Harold Yassky	20191 East Country Club Drive North Miami Beach, Florida 33180
Arnold Praver	2 Sutton Place South New York, New York 10022
Roy Praver	44 Center Court Roslyn Heights, New York 11577
Marc Yassky	45 East 89th Street New York, New York 10128

B. The names and places of residence of the limited partners of the Partnership (the "Limited Partners") are as follows:

<u>NAME</u>	<u>PLACE OF RESIDENCE</u>
Harold Yassky	20191 East Country Club Drive North Miami Beach, Florida 33180
Arnold Praver	2 Sutton Place South New York, New York 10022
Roy Praver	44 Center Court Roslyn Heights, New York 11577
Marc Yassky	45 East 89th Street New York, New York 10128
Dolores Yassky	20191 East Country Club Drive North Miami Beach, Florida 33180

V. The term for which the Partnership is to exist is the date formed until December 31, 2080, except that the Partnership shall be terminated earlier if:

A. the General Partners unanimously agree and obtain the written consent of the owners of a majority in interest of the Limited Partners; or

B. the Partnership is dissolved by reason of the occurrence of any of the events under § 10-402 of the Maryland Revised Uniform Limited Partnership Act and is not reconstituted and continued as provided in Section XIII hereof.

VI. The amount of cash (there being no other property or services to be contributed) contributed by each of the Partners or their predecessors in interest is listed below:

<u>Name of General Partner</u>	<u>Initial Capital Contribution</u>
Harold Yassky	\$ 5.00
Marc Yassky	5.00
Arnold Prayer	9.75
Roy Prayer	<u>5.25</u>
	\$25.00

<u>Name of Limited Partner</u>	<u>Initial Capital Contribution</u>
Harold Yassky	\$ 45.00
Marc Yassky	45.00
Arnold Prayer	87.75
Roy Prayer	47.25
Dolores Yassky	<u>50.00</u>
	\$275.00

Said amounts listed above are herein called the "Initial Capital Contributions."

VII. The Limited Partners are not required to make any contributions in addition to those set forth in Section VI hereof.

VIII. The capital of the Partnership shall be returned to the Limited Partners and the General Partners upon the dissolution or termination of the Partnership unless the Partnership is to be reconstituted and continued as described in Section XIII hereof.

IX. The Limited Partners and the General Partners shall share in the income and profits of the Partnership as follows:

A. Distributions of cash shall be made at the time or times determined by the General Partners. Cash which the General Partners determine should be distributed shall be distributed to the Partners in proportion to their respective Initial Capital Contributions.

B. The net income of the Partnership, determined in accordance with income tax accounting, and the gain on the sale, transfer or involuntary conversion of all or substantially all of the Property, upon the termination and liquidation of the Partnership or otherwise, shall be allocated among the Partners, in proportion to their respective Initial Capital Contributions. The net loss of the Partnership, determined in accordance with income tax accounting, excluding, however, loss on the sale, transfer or involuntary conversion of all or a substantial part of the Property, upon the termi-

nation and liquidation of the Partnership or otherwise, shall be charged against the Partners, in proportion to their respective Initial Capital Contributions. Loss on the sale, transfer or involuntary conversion of all or a substantial part of the Property, upon the termination and liquidation of the Partnership or otherwise, shall first be allocated among the Partners in proportion to their respective Initial Capital Contributions until the capital account of each Partner shall equal zero, and any remaining loss shall be allocated to the General Partners in proportion to their respective Initial Capital Contributions.

X. A Limited Partner may assign his interest as a Limited Partner in the Partnership provided that (a) the instrument of assignment is in form reasonably satisfactory to the General Partners and the assignee has agreed in writing in a form reasonably satisfactory to the General Partners to be bound by the terms of the Limited Partnership Agreement of Cranberry Limited Partnership dated as of March 1, 1985 (the "Limited Partnership Agreement"), and (b) all of the General Partners consent in writing to the assignment (no consent or approval of the other Limited Partners being required).

XI. A. There is no right or power given to admit additional limited partners.

B. There is no right given to either the General Partners or the Limited Partners to withdraw from the Partnership.

XII. There is no right of any one or more of the Limited Partners to priority over other Limited Partners as to contributions or as to compensation by way of income.

XIII. If the Partnership is dissolved as a result of any of the matters in Subdivision B of Section V hereof, then any remaining General Partner(s) shall, or if there is no longer a General Partner any Limited Partner(s) may, by notice to all of the Limited Partners given within 90 days after the Limited Partners are notified of such dissolution, elect to reconstitute the Partnership and continue the Partnership. If the Partnership shall be dissolved and reconstituted and continued as stated in this Section XIII, then under the reconstituted and continued partnership (a) the interest of any personal representative of a deceased General Partner and the interest of any guardian of an incompetent General Partner shall become a Limited Partner interest in the net income, net losses, gains and cash distributions of the Partnership which the deceased or incompetent General Partner would have been entitled to had he not died or become incompetent, with the same priority against the other Partners as the deceased or incompetent General Partner would have had had he not died or become incompetent, and (b) if any of the events under § 10-402(3) or (4) of the Maryland Revised Uniform Limited Partnership Act shall occur with respect to any General Partner, such General Partner shall be deemed to have defaulted and to have had his interest as a General Partner terminated, in which

event his Initial Capital Contribution will be returned to him. Unless the surviving and competent General Partner(s) determine otherwise, such election to reconstitute and continue the Partnership shall not require the amendment of the Limited Partnership Agreement or the execution of an amended agreement. If, however, there is not then a surviving and competent General Partner whose interest was not terminated, a majority in interest of the Limited Partners may select a new General Partner or General Partners to serve as the General Partners.

XIV. There is no right of any Limited Partner to demand and receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, this certificate has been made and subscribed as of this 1st day of March, 1985.

GENERAL PARTNERS

WITNESS:

Joan Finster

Harold Yassky

WITNESS:

Joan Finster

Arnold Praver

WITNESS:

Joan Finster

Roy Praver
Roy Praver

WITNESS:

Joan Finster

Marc Yassky
Marc Yassky

LIMITED PARTNERS

WITNESS:

Joan Finster

Harold Yassky
Harold Yassky

WITNESS:

Joan Finster

Arnold Praver
Arnold Praver

WITNESS:

Joan Finster

Roy Praver
Roy Praver

WITNESS:

Joan Finster

Dolores Yassky
Dolores Yassky

WITNESS:

Joan Finster

Marc Yassky
Marc Yassky

003523

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

On this the 1st day of March, 1985, before me, Joan Pinsker, the undersigned officer, personally appeared HAROLD YASSKY, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

Joan Pinsker
 Notary Public

[Seal]

JOAN PINSKER
 Notary Public, State of New York
 No. 43-4732296
 Qualified in Richmond County
 Cert. Filed in New York Co.
 Commission Expires Mar. 30, 1986

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

On this the 1st day of March, 1985, before me, Joan Pinsker, the undersigned officer, personally appeared ARNOLD PRAVER, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

Joan Pinsker
 Notary Public

[Seal]

JOAN PINSKER
 Notary Public, State of New York
 No. 43-4732296
 Qualified in Richmond County
 Cert. Filed in New York Co.
 Commission Expires Mar. 30, 1986

003524

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

On this the 1st day of March, 1985, before me, Joan Pinsker the undersigned officer, personally appeared ROY PRAVER, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

Joan Pinsker
 Notary Public

[Seal]

JOAN PINSKER
 Notary Public, State of New York
 No. 43-4732296
 Qualified in Richmond County
 Cert. Filed in New York Co.
 Commission Expires Mar. 30, 1986

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

On this the 1st day of March, 1985, before me, Joan Pinsker, the undersigned officer, personally appeared DOLORES YASSKY, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that she executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

Joan Pinsker
 Notary Public

[Seal]

JOAN PINSKER
 Notary Public, State of New York
 No. 43-4732296
 Qualified in Richmond County
 Cert. Filed in New York Co.
 Commission Expires Mar. 30, 1986

003525

STATE OF NEW YORK)
) ss.:
 COUNTY OF NEW YORK)

On this the 1st day of March, 1985, before me, Joan Pinsker, the undersigned officer, personally appeared MARC YASSKY, known to me (or satisfactorily proven) to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same for the purposes therein contained.

In witness whereof I hereunto set my hand and official seal.

Joan Pinsker
 Notary Public

[Seal]

JOAN PINSKER
 Notary Public, State of New York
 No. 43-4732296
 Qualified in Richmond County
 Cert. Filed in New York Co. 26
 Commission Expires Mar. 30, 1986

APPROVED FOR RECORD	
RECORDED	
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SERIALIZED	
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APPROVED FOR RECORD	
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FILED	
SEARCHED	
SERIALIZED	
FILED	

CERTIFICATE OF LIMITED PARTNERSHIP
OF
CRANBERRY LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 11, 1985 AT 08:48 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 12 2713, FOLIO 003514 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 0 RECORDING FEE PAID: \$ 50 SPECIAL FEE PAID: \$

M1910629

\$12.50

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 175264

UPTOWN VENTURES LIMITED PARTNERSHIP
CERTIFICATE OF LIMITED PARTNERSHIP

000102

First: We, Stephen B. Sagi, 136 South Potomac Street, Hagerstown, Maryland 21740; and Stephen B. Sagi Investment Company, Inc., 136 South Potomac Street, Hagerstown, Maryland 21740, do hereby form a limited partnership, Uptown Ventures Limited Partnership, under and by virtue of the general laws of the State of Maryland.

Second: Stephen B. Sagi Investment Company, Inc., declares itself to be a limited partner, and Stephen B. Sagi declares himself to be a general partner of said Uptown Ventures Limited Partnership.

Third: The purpose of the limited partnership shall be to acquire, own, develop, construct, maintain, operate and manage primarily a commercial office project with residential apartments.

Fourth: The principal office of the Limited Partnership shall be 136 South Potomac Street, Hagerstown, Washington County, Maryland 21740.

Fifth: The name and address of the resident agent for the Limited Partnership is Stephen B. Sagi, 136 South Potomac Street, Hagerstown, Maryland 21740.

Sixth: (A) The name and the address of the General Partner is:

Stephen B. Sagi
 136 South Potomac Street
 Hagerstown, Maryland 21740

(B) The name and address of the Limited Partner is:

Stephen B. Sagi Investment Company, Inc.
 136 South Potomac Street
 Hagerstown, Maryland 21740

Seventh: The limited partnership is to exist commencing upon the filing and acceptance of this Certificate with the State Department of Assessments and Taxation and shall terminate on July 1, 1997, unless it dissolved at an earlier date as provided in the Limited Partnership Agreement.

Eighth: The following partners have contributed the following amounts of cash:

Stephen B. Sagi	\$100.00
Stephen B. Sagi Investment Company, Inc.	\$100.00

Ninth: The partners shall not have the right to admit additional limited partners or assign their partnership interest without the consent of all partners. Nothing contained in this paragraph, however, shall prevent the interest of any limited

partner from being transferred or disposed of by will or intestacy to or for the benefit of the deceased partner's immediate family.

Tenth: No limited partner shall have priority over any other limited partner either as to contributions to capital or as to compensation by way of income.

Eleventh: In the event of death, retirement or insanity of a general partner, an election of a new general partner by the limited partners is required for the partnership to survive or the partnership shall be dissolved upon the death of the general partner.

Twelfth: A limited partner shall not have the right to demand or receive property other than cash in return for his contribution.

IN WITNESS WHEREOF, we have signed the Certificate of Limited Partnership this 16 day of April, 1985, and we acknowledge the same to be our act.

WITNESS:

Carmen A. Markli

Stephen B. Sagi

STEPHEN B. SAGI INVESTMENT
COMPANY, INC.

Carmen A. Markli

BY:

Stephen B. Sagi, President

CERTIFICATE OF LIMITED PARTNERSHIP
OF
UPTOWN VENTURES LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 16, 1985 AT 02:42 P. O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2915, FOLIO 000101, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 0 RECORDING FEE PAID: \$ 50 SPECIAL FEE PAID: \$

M1914498

\$ 12.50

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Dean W. Fisher



A 176000

Received for Record September 4th, 1985 At 10:29 A.M. LIBER 34

REALTY MORTGAGE INVESTMENT CORPORATION

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 4th day of February, 1985, by and between Realty Mortgage Investment Corporation, a Maryland Corporation (hereinafter sometimes referred to as the "Transferor") and Advanced Real Estate Associates, Inc., a Pennsylvania Corporation, (hereinafter sometimes referred to as the "Transferee").

RECORD 14.00
56.21
04 1025 9-04A10:1

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: Advanced Real Estate Associates, Inc., 101 South George Street, York Pennsylvania 17405-70G8.

THIRD: The name and place of incorporation of each corporation party to these Articles of Sale and Transfer is as follows:

Transferor is Realty Mortgage Investment Corporation, a Maryland corporation organized under the laws of the State of Maryland.

Transferee is Advanced Real Estate Associates, Inc., a body corporate organized under the laws of the Commonwealth of Pennsylvania on the 30th day of July, 1984.

Transferee is not registered in 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 Forty Thousand and No/100 Dollars (\$40,000.00) 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 dated February 4, 1985 which Agreement is incorporated by reference herein.

51238241

-2-

FIFTH: The principal office of Transferor is in the City of Hagerstown, State of Maryland. The Transferor owns no real property within the State of Maryland.

SIXTH: The location of the principal office of the Transferee in the State of Maryland is C. T. Corporation System, 32 South Street, Baltimore, MD 21202. The Transferee owns no real property within the State of Maryland.

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 Commonwealth of Pennsylvania under which Transferee was organized.

NINTH: In consideration of the payment to the Transferor of Forty Thousand and No/100 Dollars (\$40,000.00) 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 of the assets set forth on the attached Schedule A and B as called for in said Agreement.

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 Pennsylvania 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, Realty Mortgage Investment Corporation and Advanced Real Estate Associates, 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 4th day of FEBRUARY 1985.

ATTEST:

Patricia H. Stine
Secretary

REALTY MORTGAGE INVESTMENT
CORPORATION

Thos. Brind
President

ATTEST:

Robert Angelo
Robert Angelo
Secretary

ADVANCED REAL ESTATE
ASSOCIATES, INC.

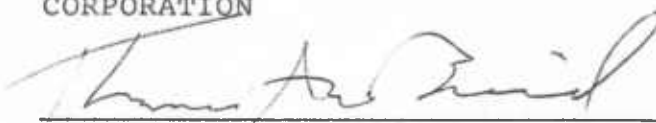
G. Mark Zuk
President, G. Mark Zuk
PRESIDENT

003598

-4-

THE UNDERSIGNED, President of Realty Mortgage Investment 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.

REALTY MORTGAGE INVESTMENT
CORPORATION



President

THE UNDERSIGNED, President of Advanced Real Estate 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.

ADVANCED REAL ESTATE ASSOCIATES,
INC.



President

AGREEMENT OF SALE OF CORPORATE ASSETS

THIS AGREEMENT, made and entered into this 4th day of February, 1985, between REALTY MORTGAGE INVESTMENT COMPANY, a Virginia corporation, Seller, and ADVANCED REAL ESTATE ASSOCIATES, INC., a Pennsylvania corporation, Buyer.

WHEREAS, Buyer desires to buy, and Seller desires to sell to Buyer, certain properties except the goodwill of Seller for a purchase price of Forty Thousand and 00/100 (\$40,000.00) Dollars and the assumption by Buyer of certain liabilities and obligations, all upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, IT IS MUTUALLY AGREED, AS FOLLOWS:

(1) On the terms and subject to the conditions herein set forth, Seller hereby agrees to convey, transfer, assign and deliver to Buyer all Seller's rights, title and interest in, and Buyer agrees to acquire and accept as hereinafter provided all the leasehold improvements, furniture, fixtures, equipment, inventory and supplies owned by Seller and located in Seller's place of business at Suite 1107 and Suite 1111, 8150 Leesburg Pike, Vienna, Virginia, described in Exhibit "A" hereto, and contract rights of Seller in leases of Seller's office space at Suite 1107 and Suite 1111, 8150 Leesburg Pike, Vienna, Virginia, contract rights of Seller in an automobile lease for a 1984 Pontiac Parisienne both as described in Exhibit "B" hereto, and rights to use the name Realty Mortgage Investment Company, and all other names or slogans used by Seller in connection with its business.

(2) The Closing under this Agreement shall take place by no later than February 4, 1985, at the office of Seller, in Vienna, Virginia, or at such other time and place as the parties hereto shall agree upon.

(3) At the Closing, the conveyance, transfer, assignment and delivery of the assets and property of Seller to Buyer shall be effected by bills of sale with covenants of warranty, endorsements, assignments, and other good and sufficient instruments of transfer and conveyance as Buyer shall request.

(4) Appropriate forms of such instruments of transfer and conveyance in conformity with this Agreement shall be submitted to Seller by Buyer for examination within a reasonable time in advance of the Closing Date.

(5) Seller agrees that it will, at any time and from time to time after the Closing Date upon request of Buyer, do, execute, acknowledge, and deliver, or will cause to be done, executed, acknowledged and delivered, all such further acts, assignments, transfers, conveyances, powers of attorney and assurances as may be required in conformity with this Agreement for the better assigning, transferring, granting, conveying, assuring and conforming to Buyer, or to its successors and assigns, any or all of the assets or property to be assigned to Buyer as provided herein and any or all obligations of Seller hereunder.

(6) Seller agrees that the obtaining by Buyer of the consent of the Lessors to the assignment of the contracts and leases described in Exhibit "B" hereto is of the essence of this Agreement. Seller agrees that subsequent to closing it will obtain, or cause to be obtained, the consent of the Lessors to the assignment of such contracts and leases.

(7) On the terms and subject to the conditions herein set forth, Buyer will pay to Seller on the Closing Date Forty Thousand and 00/100 (\$40,000.00) Dollars by certified check or bank cashier's check. The sales price shall be allocated \$29,000 as consideration for the assets described in Exhibit "A" and \$11,000 for the transfer of the name Realty Mortgage Investment Company.

(8) Upon Closing hereunder, Buyer expressly assumes and guarantees the payment and performance of all rent remaining unpaid and due on the contracts of lease described in Exhibit "B" hereto, and agrees to indemnify and hold Seller, its officers, stockholder and directors harmless against all liabilities and obligations under the contracts and leases described in Exhibit "B" hereto that may arise from Buyer's actions or failure to act from the date of closing and thereafter. Seller warrants to Buyer that all leases described in Exhibit "B" are current and in full force and effect with no right or claim against Seller by any third party. Buyer further assumes and guarantees the payment of all unpaid expenses for leasehold improvements to the leasehold property described

in the contracts and leases set forth in Exhibit "B" hereto and agrees to indemnify and hold Seller, its officers, stockholders and directors harmless against all liabilities and obligations that may arise therefrom.

(9) The Seller shall indemnify and hold harmless Buyer in relation to:

(a) all liabilities and obligations of or claims against Seller not expressly assumed herein by Buyer;

(b) any damage or deficiency due to any breach of warranty, misrepresentation, or nonfulfillment of any agreement on the part of Seller under this agreement or from any misrepresentation in or omission from any certificate or other instrument given or to be given to Buyer pursuant to this Agreement;

(c) all actions, suits, proceedings, demands, assessments, judgments, costs, and expenses connected with the foregoing.

(10) Seller shall reimburse Buyer, on demand for any payment made by Buyer at any time after the Closing, with respect to any liability, obligation, or claim to which the foregoing indemnity by Seller relates.

(11) Each party hereto shall have free access to and the right to make extract copies of all books and records relating to the assets sold or liabilities assumed hereunder received or retained by the other party hereunder.

(12) The Buyer agrees that it will furnish the Seller with information with respect to the payment of all liabilities and obligations that are assumed by the Buyer hereunder.

(13) The Seller hereby represents and warrants to Buyer as follows:

(a) The Seller is a corporation duly organized and existing and in good standing under the laws of the State of Maryland, and it is entitled to own its properties and to carry on its business in Maryland.

(b) The Board of Directors and Stockholders of Seller have duly approved this Agreement and the transactions contemplated herein and have authorized the execution and delivery hereof by Seller.

(c) No representation or warranty made herein by Seller nor any

statement or certificate given or to be given to the Buyer pursuant hereto, or with respect to the transactions contemplated hereby, contains or will contain any untrue statement of a material fact, or omits or will omit to state a material fact necessary to make the statements contained therein not misleading.

(14) Buyer represents and warrants to Seller as follows:

(a) Buyer is a corporation duly organized and existing and in good standing under the laws of the State of Pennsylvania.

(b) The execution and delivery of this Agreement by Buyer and the transactions contemplated herein have been duly authorized by proper corporate action, including the Board of Directors, of Buyer.

(15) The representations and warranties contained herein shall survive the Closing hereunder.

(16) As of the Closing Date Seller shall change its name to a dissimilar one.

(17) The obligations of Buyer hereunder are, at the option of Buyer, subject to the conditions that, on or before the Closing Date:

(a) At the meeting of the stockholders of Seller provided for herein, the holders of at least two-thirds of the outstanding shares of Seller entitled to vote thereat shall have voted in favor of the matters specified herein for such meeting.

(b) All actions, proceedings, instruments and documents required of Seller under this Agreement to carry out its terms, shall have been in a form approved by Robert A. Angelo, Esquire, counsel for Buyer, provided, however, that such approval shall not be unreasonably withheld.

(c) Buyer shall not have discovered any material error, misstatement or omission in the representations and warranties made by Seller herein, and all the terms and conditions of this Agreement to be complied with and performed by Seller on the Closing Date shall have been complied with and performed.

(d) Seller shall have turned over to Buyer an opinion of John H. Urner, Esquire, counsel of Seller dated the Closing Date, setting forth: (i)

the corporate existence of Seller and its good standing as stated herein, (ii) Seller has good and marketable title, as that term is understood herein, to its assets; (iii) except as may be stated by such counsel, they do not know or have any reasonable grounds to know of any litigation, proceeding, or governmental investigation pending or threatened against or having relation to Seller, its assets and properties being sold herein; (iv) all proceedings required by law or by this Agreement to be taken by Seller and its stockholders, with respect to the transactions for which this Agreement provides, have been duly and validly taken; (v) Seller has full and unrestricted power to sell, transfer, and deliver to Buyer all of the assets to be sold pursuant to this Agreement and the instruments executed and delivered to Buyer pursuant to this Agreement are valid in accordance with their terms and effectively vest in Buyer good and marketable title to the assets as contemplated by this Agreement, free and clear of any and all liabilities, obligations, and encumbrances except only those liabilities and obligations expressly assumed by Buyer as provided herein; and (vi) the sale, transfer, and deliveries hereunder to Buyer are not in contravention of any applicable federal, state, or local laws.

(18) The obligations of Seller hereunder are, at the option of Seller, subject to the conditions that, on or before the Closing Date:

(a) Seller shall have received an opinion of Robert A. Angelo, Esquire, counsel for Buyer, dated the Closing Date, in form and substance satisfactory to Seller, to the effect that (i) Buyer is a corporation duly organized and existing and in good standing under the laws of the State of Pennsylvania; (ii) all corporate and other proceedings required to be taken by or on the part of Buyer to authorize it to carry out this Agreement have been duly and properly taken.

(b) Seller shall not have discovered any material error, misstatement or omission in the representations and warranties made by Buyer and all other terms and conditions of this Agreement to be complied with and performed by Buyer on or before the Closing Date shall have been substantially complied with and performed.

(19) Seller will duly comply with the laws of Maryland (including without limitation Maryland's laws on bulk sales) and with all such other applicable laws as may be required for the valid and effective consummation of

the sale provided for in this Agreement.

(20) Each party hereto shall pay its own expenses incident to preparation for carrying this Agreement into effect and consummating said transactions whether or not the transactions contemplated hereby are consummated.

(21) This Agreement shall not be assignable by Seller or Buyer.

(22) All the terms of this Agreement shall be binding upon, and inure to the benefit of, and be enforceable by the successors of the parties hereto.

(23) This Agreement is being delivered and is intended to be performed in the State of Maryland and shall be construed and enforced in accordance with the laws of such state.

(24) Any notice, request, instruction or other document to be given hereunder by either party hereto to the other shall be in writing and delivered personally or sent by registered mail, postage prepaid, if to Buyer, addressed to Advanced Real Estate Associates, Inc., 101 S. George Street, P.O. Box M-68, York, Pennsylvania 17405-7068, and if to Seller, addressed to First Federal Savings and Loan Association of Hagerstown, Maryland, 100 W. Washington Street, Box 1139, Hagerstown, Maryland 21740.

(25) This Agreement may be executed simultaneously in four or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument

(26) This instrument contains the entire agreement between the parties hereto with respect to the transactions contemplated herein. The parties hereto may by mutual agreement, in writing, (i) extend the time for the performance of any of the obligations of the parties hereto, (ii) waive any inaccuracies in the warranties and representations contained in this Agreement, and (iii) waive compliance with any of the covenants contained herein and so waive performance of any of the obligations of the parties hereto. Any such agreement on the part of Seller for any such extension or waiver shall be

validly and sufficiently authorized for the purposes of this Agreement if authorized or ratified by the Board of Directors or Executive Committee of Seller and Buyer.

IN WITNESS WHEREOF, the parties have caused this Agreement to be executed under seal as of the day and year first above written.

Attest:

SELLER:
REALTY MORTGAGE INVESTMENT COMPANY

Patricia H. Stine
Secretary

By *Thyges Brind*
President

Attest:

BUYER:
ADVANCED REAL ESTATE ASSOCIATES, INC.

Abelene Ho
Secretary /

By *Mark Zuk*
President

003606

Microwave Oven, Toshiba
Lamp - Stiffel
Lamp - Westwood
Lamp - Westwood
Lamp - Keystone
Desk - 30 X 60
Desk - 30 X 60
Desk - 36 X 72
Desk - Secretary
Bookcase
Bookcase
Conference Table
Bookcase
Bookcase
Bookcase
Chair
Chair
Chair
Chair - Secretary
Five Drawer File Lateral
Five Drawer File Lateral
Supply Cabinet - Gannon
Friendship Loveseat
Woodcraft Sedgefield Floor Lamp
Ten Century Arm Chairs
Maple Dinette Table With Four Chairs
Four - Thirty Drawer Document File
Five Drawer File Lateral
Walnut Secretary Desk
Walnut Secretary Desk
Refrigerator - Sears
Walnut Credenza
Two Oil Paintings
24 X 48 Seascape Painting
Walnut Accent Cabinet
IBM Selectric III Correctable
Xerox 820 Computer and Word Processing
Secretary Chairs (Two)
Two Side Chairs
Catalogue Bookcase
Twenty - Inch Oil Painting
Punch & Bind Machine
Five Drawer File Lateral
Software - Xerox 820 II
IBM Selectric II
IBM Selectric III Correctable
Sanyo Transcribing Machine
Panafax Machine
Pitney Bowes Mail Machine
Six Chair Mats
Four 30 X 60 Desks
Four Side Chairs
Four Bookcases
Four - Five Drawer File Lateral
Two Secretary Chairs
Ten Arm Chairs
Right-Hand Secretary Desk
Left-Hand Secretary Desk
Kitchen Counter Top
Cabinets
Kitchen Cabinets
Crown Moulding and Chair Rail

Remodeling of Suite 1107- \$1,144.00

Sofa Table

Miscellaneous Supplies- presently on premises

Two closed bookcases

—(hereinafter referred to as Tenant):

Term: Beginning on the 1st day of February, 1985, (or as soon thereafter as Landlord shall have ~~made the premises available for the Tenant's use and occupancy~~), and ending on the 31st day of January, 1988; reserving, however, to the Landlord space for all necessary pipes and wires leading to and from the portions of the building not hereby leased.

Dollars (\$ 130,977.00), payable without deduction or demand, in equal monthly installments of Three Thousand Six Hundred Thirty-Eight and 25/100 Dollars (\$ 3,638.25), in advance, on the first day of each calendar month during the term of this lease; and the Tenant does hereby take and hold said demised premises at the rent herein specifically reserved and payable, and upon and subject to the terms and conditions herein contained.

If the term, or occupancy prior to the term, shall commence on a day other than the first day of a calendar month, rent for the fraction of a month at the commencement prior to the term, or prior to the term, shall be calculated on the actual number of days in such fractional month and shall be paid in advance. Similarly, the payment of rent due on the first day of the calendar month in which this term shall expire, shall be calculated on the actual number of days remaining in the term. Any occupancy, prior to the term or after expiration of the term, shall be covered by the covenants and provisions of this lease not inconsistent as applied to such occupancy.

Place of Payments: Said payments of rent, and any other payments which may be due by Tenant under this lease, shall be made payable and remitted to Culmore Realty Company, P.O. Box 1040, 6031 Leesburg Pike, Bailey's Crossroads, Virginia 22041, unless and until the Landlord shall otherwise notify the Tenant in writing.

Deposit: A Security Deposit of Three Thousand Six Hundred Thirty-Eight and 25/100----
Dollars (\$ 3,638.25) (equivalent to the amount of one month's rent) shall be made with the Landlord herewith by the
Tenant, to be applied toward the cost of repairing or replacing any equipment damaged or removed from the leased premises and toward repair
of damage (other than fair wear and tear) to the leased premises or for any other liabilities or indebtedness of Tenant to Landlord. This Deposit
is not to be used or applied by Tenant as a substitute for rent due any month, but may be so applied by Landlord at any time at Landlord's
option. The balance of the Security Deposit, if any, will be refunded to Tenant within thirty (30) days after the end of the lease term and after
Tenant has vacated said premises after due notice to Landlord.

A good faith deposit of Three Thousand Six Hundred Thirty-Eight and 25/100-----
Dollars (\$ 3,638.25), shall be made with the Landlord herewith by the Tenant to guarantee and indemnify the Landlord that
Tenant will accept and occupy said leased premises when ready for occupancy and as agreed upon by Tenant. Said Deposit shall be returned to
Tenant upon payment by Tenant to Landlord of the first month's rental under this lease and acceptance and occupancy of the leased premises
by Tenant.

Services Furnished: Landlord shall furnish to Tenant, during the term of this lease, the following services: (a) standard budding heat and air conditioning between the hours of 8:00 A.M. and 6:00 P.M. Monday through Friday of each week, and Saturday until 1:00 P.M., exclusive of holidays, during such seasons of the year when such services are normally furnished in modern office buildings in the Washington, D.C. Metropolitan area; (b) electricity for lighting purposes and the operation of ordinary office appliances; (c) elevator service, which may be automatically operated, during normal business hours; and (d) normal and usual cleaning and char service during Landlord's regular service hours; it being understood and agreed, however, that the Landlord shall not be liable in any way for any damage or inconvenience caused by the cessation or interruption of such heating, air conditioning, electricity, elevator, cleaning or char service or any other service or facility, caused by fire, accident, strikes, riot, civil commotion, necessary maintenance, alterations or repairs, or any other cause or reason whatever.

Consumer Price Index: Commencing with the beginning of the second lease year the basic monthly rental shall be adjusted for each lease year of the term hereof to reflect increases in the cost of living by adjusting for any increase in the Index now known as "U.S. Department of Labor, Bureau of Labor Statistics, The Revised CPI United States and Selected Areas, for Urban Wage Earners and Clerical Workers, All Items, U.S. City Average, 1957-59=100," (hereinafter referred to as the "C.P.I."). Such adjustment shall be accomplished by multiplying the aforementioned basic monthly rental by a fraction, the numerator of which shall be the most recently published monthly C.P.I. preceding the first day of the lease year for which such annual adjustment is to be made, and the denominator of which fraction shall be the corresponding monthly C.P.I. published immediately preceding the commencement date of the term of this lease. If such C.P.I. shall be discontinued, then another C.P.I. generally recognized as authoritative shall be substituted therefor by reconciling the base used by such new or substituted C.P.I. to the aforementioned 1957-59 C.P.I.; but if the parties are unable to agree upon a substitute C.P.I., then the matter shall be determined by arbitration in accordance with the rules of the American Arbitration Association then prevailing.

Upkeep of Premises: The Tenant agrees that he will keep the demised premises and the fixtures therein in good order and condition and will, at the expiration or other termination of the term hereof, surrender and deliver up the same in like good order and condition as the same now is or shall be at the commencement of the term hereof, ordinary wear and tear, and damage by the elements, fire, and other casualty not due to the negligence of the Tenant, excepted.

Use of Premises: The Tenant covenants to use the demised premises only for offices for the purpose of Mortgage Banking
and Service Corporation Activities, and for no other purposes whatsoever;

and to permit the Landlord to transmit heat, electric current and other utilities through the said premises at all times at the discretion of the Landlord. Landlord assumes no liability or responsibility whatever with respect to the conduct and operation of the business to be conducted in the demised premises.

Tenant's Agreement: Tenant covenants to pay to the Landlord said rent during the term and until the possession of the demised premises is redelivered to the Landlord free and clear; to save the Landlord harmless and indemnified from all loss, damage, liability or expense in whatsoever kind incurred, suffered or claimed by any person whatsoever, or to personal property, documents, records, monies or goods or in any property whatsoever by reason of the Tenant's neglect or use of the demised premises or of said building or of anything therein, or of water, steam, electricity, or other agency, all by whomsoever and however caused, and to be answerable for all nuisances caused or suffered on the demised premises, or caused by the Tenant in said building or on the approaches therein; not to strip or overload, damage or deface the demised premises or hallways, stairways, elevators, parking garage or other approaches therein; in said building, or the fixtures therein or used therein, nor to permit any hole to be made in any of the same; not to suffer or permit any trade or occupation to be carried on or use made of the demised premises or permit anything to be done in the demised premises or the building of which they form a part or bring or keep anything therein, which shall be disorderly, unlawful, noisy or extra hazardous, or offensive or injurious to, or obstruct or interfere with the rights of other tenants, or in any way, injure or annoy them, or those having business with them, or conflict with them, or conflict with the laws or regulations or with any rules or regulations from time to time established or with any insurance policy upon said building or any part thereof, or increase the danger of fire or affect or make void or voidable any insurance on said building, or which may render any increased or extra premium payable for such insurance, or which shall be contrary to any law or ordinance, rule or regulation from time to time established by any public authority.

Signs, Furniture and Fixtures: Tenant further agrees that no sign, advertisement or notice shall be inscribed, painted or affixed on any part of the outside or inside of the demised premises or building, except on the directories and doors of offices, and then only in such size, color and style as the Landlord shall approve; that the Landlord may have the right to prohibit any advertisement of any Tenant which in the Landlord's opinion tends to impair the reputation of the building or its desirability as a building for offices or for financial, insurance or other institutions and businesses of like nature, and upon written notice from the Landlord, Tenant shall refrain from and discontinue such advertisement; that the Landlord shall have the right to prescribe the weight, and method of installation and position of safes or other heavy fixtures or equipment or prohibit same if of such excess weight as to be hazardous; that all damage done to the building by taking in or removing a safe or any other article of Tenant's office equipment, or due to its being in the premises, shall be repaired at the expense of the Tenant. No freight, furniture or other bulky matter of any description will be received into the building or carried in the elevators except as approved by the Landlord. Tenant agrees not to move any furniture or equipment into or out of the demised premises except at such times as the Landlord may from time to time designate. All moving of furniture, material and equipment shall be under the direct control and supervision of the Landlord, who shall, however, not be responsible for any damage to or charges for moving same. Tenant agrees promptly to remove from the public area adjacent to said building any of Tenant's merchandise there delivered or deposited.

Tenant's Covenants: The Tenant covenants that the following rules and regulations, and such other and further rules and regulations as the Landlord may from time to time make and which in the Landlord's judgment are needful for the general well being, safety, care and cleanliness of the demised premises and the building of which they are a part together with their appurtenances, shall be faithfully kept, observed and performed by the Tenant, and by his agents, servants, employees and guests unless waived in writing by the Landlord:

(a) The sidewalks, entries, passages, elevators and staircases and other parts of the building which are not occupied by the Tenant shall not be obstructed or used for any other purpose than ingress or egress.

(b) The Tenant shall not install or permit the installation of any awnings, shades and the like other than those approved by the Landlord in writing.

(c) No additional locks shall be placed upon any doors of the demised premises nor any of such locks changed by the Tenant; and the doors leading to the corridors or main halls shall be kept closed during business hours except as they may be used for ingress or egress.

(d) The Tenant shall not construct, maintain, use or operate within said demised premises or elsewhere in the building of which the demised premises form a part or on the outside of the building, any electrical device, wiring or apparatus in connection with a loud speaker system or other sound system unless the Tenant shall have first obtained the prior written consent of the Landlord.

(e) The Tenant agrees not to park any vehicles, or permit any employees or visitors to park any vehicles, except in such area as may be from time to time designated by the Landlord.

(f) The Tenant will not manufacture any commodity, or prepare or dispense any food or beverage, in the demised premises without the prior written consent of the Landlord.

Moving and Breakage: All injury to the demised premises, or the building of which they are a part, caused by moving the property of Tenant into, in or out of, the said building and all breakage done by Tenant, or the agents, servants, employees and visitors of Tenant shall be repaired by the Tenant, at the expense of the Tenant. In the event that the Tenant shall fail to do so, then the Landlord shall have the right to make such necessary repairs, alterations and replacements, (structural, non-structural or otherwise) and any charge or cost so incurred by the Landlord shall be paid by the Tenant with the right on the part of the Landlord to elect in its discretion, to regard the same as additional rent, in which event such cost or charge shall become additional rent payable with the installment of rent next becoming due or thereafter falling due under the terms of this lease. This provision shall be construed as an additional remedy granted to the Landlord and not in limitation of any other rights and remedies which the Landlord has or may have in said circumstances.

Alterations: The Tenant will not make or permit anyone to make any alterations, installations, changes, replacements, additions or improvements, (structural, non-structural or otherwise) in or to the demised premises or any part thereof, nor will he install any equipment of any kind that will require any alterations or additions to or the use of the water system, heating system, air conditioning system, or the electrical system, nor will he install a television antenna on the roof, in the windows or upon the exterior of the demised premises or air conditioning units of any type without prior written consent of the Landlord. If any such alterations, installations, changes, replacements, additions or improvements are made without such consent, the Landlord may correct or remove them and the Tenant shall be liable for any and all expense incurred by the Landlord in the performance of this work.

When Tenant's Improvements to Remain: It is distinctly understood that all alterations, installations, changes, replacements, additions to or improvements upon the demised premises (whether with or without the Landlord's consent), shall at the election of the Landlord remain upon the demised premises and be surrendered with the demised premises at the expiration of this lease without disturbance, molestation or injury and shall become the property of the Landlord. Should the Landlord elect that alterations, installations, changes, replacements, additions to or improvements upon the demised premises be removed, upon termination of this lease or upon termination of any renewal period hereof, the Tenant hereby agrees to cause same to be removed at the Tenant's sole cost and expense and should Tenant fail to remove the same, then and in such event the Landlord may cause same to be removed at the Tenant's expense and the Tenant hereby agrees to reimburse the Landlord for the cost of such removal together with any and all damages which the Landlord may suffer and sustain by reason of the failure of the Tenant to remove the same.

Equipment: The Tenant will not install or operate in the premises any electrically operated equipment or other machinery, other than a moderate and normal number of electric typewriters, adding machines or similar office equipment, without first obtaining the prior consent in writing of the Landlord, who may condition such consent upon the payment by the Tenant of additional rent in compensation for such excess consumption of water and/or electricity or wiring as may be occasioned by the operation of said equipment or machinery; nor shall the Tenant install any other equipment of any kind or nature whatsoever which will or may necessitate any changes, replacements or additions to or require the use of the water system, plumbing system, heating system, air conditioning system or the electrical system of the demised premises without the prior written consent of the Landlord.

Tenant's Waiver of Claims: Tenant covenants that no claim shall be made against the Landlord by the Tenant, or by any agent or servant of the Tenant, or by others claiming the right to be in the demised premises or in said building, or upon the grounds or appurtenances of said building, through or under the Tenant, for any injury, loss or damage to person or property occurring upon the demised premises or upon the grounds or appurtenances of said building from any cause, nor shall the Landlord be liable for any accident or damage resulting through the use or operation of elevators, or heating, cooling, electrical or plumbing apparatus, or from any cause. All personal property of the Tenant, or of any agent or servant of the Tenant, or of others having personal property through or under the Tenant, in the demised premises or in the building, shall be the sole risk of the Tenant or of such agent or servant or others.

Lien on Tenant's Property: Landlord shall have a lien for the payment of the rent aforesaid upon all of the goods, wares, chattels, fixtures, furniture and other personal property of Tenant which may be in or upon the demised premises, Tenant hereby specifically waiving any and all exemptions allowed by law; and such lien may be enforced on the nonpayment of any installment of rent by the taking and selling of such property in the same manner as in the case of chattel mortgages on default thereunder; said sale to be made upon ten (10) days' notice served upon the Tenant by posting upon the demised premises or by leaving same at his place of residence; or such lien may be enforced in any other lawful manner at the option of the Landlord.

Assignment and Subletting: Tenant covenants not to assign this lease nor sublet the demised premises or any portion thereof or transfer possession or occupancy thereof to any person, firm or corporation, nor rent desk space therein, without the consent of the Landlord first obtained in writing; however, neither such assignment, subletting, transfer or rental, nor the consent of the Landlord thereto shall release, discharge, or affect the liability of the Tenant, as provided in this lease, for the full term hereof, nor shall any subletting or assignment hereof be effected by operation of law or otherwise than by the prior written consent of the Landlord.

Landlord's Right of Access: Landlord, its agents or employees may at any time enter either to view, examine or inspect the demised premises or to protect or prevent injury or damage to the same or to the building or to any person or property therein or to show the same to others, or to make any repairs and alterations thereto or to said building, or to introduce or replace any fixtures or other construction therein, or to remove, without being held responsible therefor, placards, signs, lettering, awnings, and the like not expressly consented to. The Landlord may, within three (3) months next preceding the expiration of the term, enter to place and maintain notices for letting, free from hindrance or control of the Tenant, and to show the premises to prospective tenants thereof at times which will not unreasonably interfere with the Tenant's business.

Surrender of Possession: Tenant shall give the Landlord at least three (3) months' notice in writing prior to the expiration of this lease of his intention to vacate the premises. It is further understood and agreed by and between the parties hereto that in the event the Tenant shall not immediately surrender said premises on the day of the end of the term hereby created, then the Tenant shall, by virtue of this agreement, become a tenant by the month, provided rent shall be paid to and accepted by the Landlord, in advance at the rate of rental per month payable hereunder just prior to the termination of this lease, commencing said monthly tenancy with the first day next after the end of the term above demised; and said Tenant as a monthly tenant shall be subject to all of the conditions and covenants of this lease as though the same had

originally been a monthly tenancy; and the said Tenant shall give to the Landlord at least thirty (30) days' written notice of any intention to quit said premises, and Tenant shall be entitled to thirty (30) days' written notice to quit said premises, except in the event of nonpayment of rent in advance or of the breach of any other covenant by the said Tenant, in which event the said Tenant shall not be entitled to any notice to quit, the usual thirty (30) days' notice to quit being hereby expressly waived; provided, however, that in the event that the Tenant shall hold over after the expiration of the term hereby created, and if the Landlord shall desire to regain possession of said premises promptly at the expiration of the term aforesaid, then at any time prior to Landlord's acceptance of rent from the Tenant as a monthly tenant hereunder, the Landlord, at its option, may forthwith re-enter and take possession of said premises without process, or by any legal process in force. If the Tenant shall fail to surrender possession of the premises immediately upon the expiration of the term hereof, the Tenant hereby agrees that all the obligations of the Tenant and all rights of the Landlord applicable during the term of this lease shall be equally applicable during such period of subsequent occupancy, whether or not a month-to-month tenancy shall have been created as aforesaid.

Vacating: Tenant covenants, at the termination of this lease, to remove all goods and effects from the demised premises not the property of the Landlord, and to yield up to the Landlord the demised premises and all keys, locks and other fixtures connected therewith, in good repair, order and condition in all respects, reasonable wear and use thereof and damage by fire, or other casualty, not caused by Tenant's act or neglect, only, excepted.

Covenants In Force: All of the foregoing covenants of the Tenant shall be in force without demand or notice during said term and for such further time as the Tenant, or any person or persons claiming under the Tenant, shall hold the demised premises.

Fire Clause: This lease is made on condition that, if the demised premises or any part thereof, or the elevators, hallways, stairways or other approaches thereto, be damaged or destroyed by fire or other casualty from any cause other than the act or neglect of the Tenant, so as to render said premises and/or approaches unfit for use and occupancy, a just and proportionate part of the rent, according to the nature and extent of the injury to said premises and/or approaches, shall be suspended or abated until said premises and approaches shall have been put in as good condition for use and occupancy as at the time of such damage or destruction; but, if such damage or destruction shall have been caused by the act or neglect of the Tenant, he shall not be entitled to any such abatement of rent. In any event, however, the Landlord will proceed at its expense and as expeditiously as may be practicable to repair the damage, unless, because of the substantial extent of the damage or destruction, the Landlord should decide not to repair or restore the demised premises or the building, in which event and at the Landlord's sole option, the Landlord may terminate this lease forthwith, by giving the Tenant a written notice of its intention to terminate. No compensation, or claim, or diminution of rent will be allowed, or paid, by Landlord, by reason of inconvenience, annoyance, or injury to business, arising from the necessity of repairing the demised premises or any portion of the building of which they are a part, however the necessity may occur.

Condemnation: Tenant agrees that if the said premises, or any part thereof, shall be taken or condemned for public or quasi-public use or purpose by any competent authority, Tenant shall have no claim against the Landlord and shall not have any claim or right to any portion of the amount that may be awarded as damages or paid as a result of any such condemnation; and all right of the Tenant to damages therefor, if any, are hereby assigned by the Tenant to the Landlord, and Tenant appoints Landlord attorney-in-fact to collect and receive said award; and upon such condemnation or taking, the term of this lease shall cease and terminate from the date of such governmental taking or condemnation, and the Tenant shall have no claim against the Landlord for the value of any unexpired term of this lease.

Defaults and Remedies: Provided, and it is hereby mutually covenanted and agreed, that if the Tenant shall fail to keep and perform each and every covenant, condition and agreement herein contained and on the part of the Tenant to be kept and performed, or if the Tenant shall abandon or evidence any intention to abandon the demised premises, or if the demised premises shall become vacant or deserted, or if the estate hereby created shall be taken on execution or other process of law, or if the Tenant shall petition to be declared or shall be declared bankrupt or insolvent according to law, or if a receiver or other similar officer shall be appointed to take charge of any part of the property of, or to wind up the affairs of the Tenant, and it is not discharged within thirty (30) days, or if any assignment shall be made of the Tenant's property for the benefit of creditors, then and in each and every such case, from thenceforth and at all times thereafter, at the sole option of the Landlord, the Tenant's right of possession shall thereupon cease and determine, and the Landlord shall be entitled to the possession of the demised premises, to remove all persons and property therefrom, and to re-enter the same without further demand of rent or demand of possession of said demised premises, either with or without process of law and without becoming liable to prosecution therefor, any notice to quit, or of intention to re-enter the same being hereby expressly waived by the Tenant, and in the event of such re-entry or retaking by the Landlord, the Tenant shall nevertheless remain in all events liable and answerable for the full rental to the date of retaking or re-entry, and the Tenant shall also be and remain answerable in damages for any and all loss or damage and for the deficiency, or loss of rent which the Landlord may thereby sustain in respect of the balance of the term; and in such case, the Landlord reserves full power, which is hereby acceded to by the Tenant, to let the said premises for the benefit of the Tenant in liquidation and discharge, in whole or in part, as the case may be, of the liability of the Tenant under the terms and provisions of this lease; and such damages, at the option of the Landlord, may be recovered by it at the time of the retaking or re-entry, or in separate actions, from time to time, as the Tenant's obligation to pay rent would have accrued if the term had continued, or from time to time as said damages shall have been made more easily ascertainable by relettings of the premises, or such action by the Landlord may at the option of the Landlord be deferred until the expiration of the term, in which latter event the cause of action shall not be deemed to have accrued until the date of the termination of said term. All rents received by the Landlord in any such reletting shall be applied: first, to the payment of such expenses as the Landlord may have incurred in recovering possession of the demised premises and in reletting the same; second, to the payment of any costs and expenses incurred by the Landlord either for making necessary repairs to the demised premises or in curing any default on the part of the Tenant in any covenant or condition herein made binding upon the Tenant; and, last, any remaining rent shall be applied toward the payment of rent due from the Tenant under the terms of this lease, with interest; and the Tenant expressly agrees to pay any deficiency then remaining. The Landlord, however, at its option, may refrain from terminating the Tenant's right of possession, and in such case may enforce against the Tenant the provisions of this lease for the full term hereof; and it is further provided, that if, under the provisions hereof applicable summary process shall be served, and a compromise or settlement thereof shall be made, it shall not be constituted as a waiver of any breach of any covenant, condition or agreement herein contained and that no waiver of any breach of any covenant, condition or agreement herein contained shall operate as a waiver of the covenant, condition or agreement itself, or of any subsequent breach thereof. No provision of this lease shall be deemed to have been waived by Landlord unless such waiver shall be in writing signed by Landlord. No payment by Tenant or receipt by Landlord of a lesser amount than the monthly installments of rent herein stipulated shall be deemed to be other than on account of the earliest stipulated rent nor shall any endorsement or statement on any check or any letter accompanying any check or payment as rent be deemed an accord and satisfaction, and the Landlord may accept such check or payment without prejudice to the Landlord's right to recover the balance of such rent or pursue any other remedy in this lease provided.

Subordination Clause: This lease is subject and subordinate at all times to all ground or underlying leases, including any ground leases entered into by the Landlord as Lessee, and to all mortgages and/or deeds of trust which may now or hereafter affect such leases or the real property of which the demised premises form a part, and to all renewals, modifications, consolidations, replacements and extensions thereof. This clause shall be self-operative and no further instrument of subordination shall be required by any ground or underlying lease Lessor or mortgagee or trustee. In confirmation of such subordination, Tenant shall execute promptly any certificate that the Landlord may request. Tenant hereby constitutes and appoints Landlord the Tenant's attorney-in-fact, irrevocably, to execute and deliver such certificate or certificates for and on behalf of the Tenant. Provided, however, that notwithstanding the foregoing, any such Lessor aforesaid or the party secured by any such mortgage or deed of trust shall have the right to recognize this lease and, in the event of re-entry by any such Lessor aforesaid or of any foreclosure sale under such deed of trust, this lease shall continue in full force and effect at the option of such re-entering Lessor aforesaid or of the party secured by such mortgage or deed of trust or the purchaser under any such foreclosure sale; and the Tenant covenants and agrees that it will, at the written request of any such party, execute, acknowledge and deliver any instrument that has for its purpose and effect the subordination of this lease to the lien or rights of all ground or underlying leases and to all mortgages and/or deeds of trust.

Delayed Possession: If Landlord shall be unable to give possession of the demised premises on the date of the commencement of the term hereof by reason of the fact that the premises are located in a building being constructed and which has not been sufficiently completed to make the premises ready for occupancy, or by reason of the fact that a certificate of occupancy has not been procured, or if the Landlord is unable to give possession of the demised premises on the date of commencement of the term hereof by reason of the holding over or retention of possession of any tenant or occupant, or if repairs, improvements or decoration of the demised premises, or of the building of which the demised premises form a part, are not completed, or for any other reason, Landlord shall not be subject to any liability for the failure to give possession on said date. Under such circumstances, the rent reserved and covenanted to be paid herein shall not commence until the possession of demised premises is given or the premises are available for occupancy by Tenant; but if such date is not on the first day of a month, then the first of the month next following shall be the commencement date of the lease, and no such failure to give possession on the date of commencement of the term shall in any other respect affect the validity of this lease or the obligations of Tenant hereunder, and the termination date of the lease shall be adjusted in accordance with any adjustment in the commencement date aforesaid so that the length of the term of the lease shall not be diminished. If permission is given to Tenant to enter into the possession of the demised premises or to occupy

premises other than the demised premises prior to the date specified as the commencement of the term of this lease, Tenant covenants and agrees that such occupancy shall be deemed to be under all the terms, covenants, conditions and provisions of this lease.

Tenant's Insurance: The Tenant shall keep and maintain at all times during the term of this lease, or any renewal or extension thereof, at its own cost and expense, insurance against any and all accidents or casualties that may occur to employees, patrons, patients, or the public, or damage to property in and about the said premises; all of said insurance likewise to be in recognized companies of first grade and in amounts satisfactory to and sufficient to protect the interest of Landlord; in the event of the default thereof, Landlord may, at its option, effect and maintain such insurance and the premium or premiums thus paid shall be added to the installment of rent next coming due and the payment thereof enforced in the same manner as the installments of rent herein provided. Tenant shall furnish to Landlord insurance certificates evidencing compliance with the above requirements upon commencement of this lease, and continue to furnish renewal certificates as such policies expire. It being understood that the minimum limits of said insurance shall be \$50,000.00 one person, \$100,000.00 one accident for bodily injury and \$10,000.00 for property damage, unless otherwise agreed in writing by the Landlord.

Waiver: No waiver by the Landlord of any breach of any covenant, condition or agreement herein contained shall operate as a waiver of the covenant, condition or agreement itself, or of any subsequent breach thereof.

Notice: All notices required or desired to be given hereunder by either party to the other shall be given by certified or registered mail. Any notice from the Landlord to the Tenant relating to the demised premises or the occupancy thereof also shall be deemed duly served if left at the demised premises addressed to the Tenant. Notices to the respective parties shall be addressed as follows: If to the Landlord—c/o Culmore Realty Company, P.O. Box 1040, 6031 Leesburg Pike, Bailey's Crossroads, VA 22041. 22180 Tenant Suite #1111, 8150 Leesburg Pike, Vienna, Fairfax County, Virginia.

Either party may, by like written notice, designate a new address to which such notices shall be directed.

Miscellaneous: The term "Tenant" shall include legal representatives, successors and assigns. All covenants herein made binding upon the Tenant shall be construed to be equally applicable to and binding upon his agents, employees and others claiming the right to be in the demised premises or in said building through or under the Tenant. The Tenant further covenants and agrees to pay and discharge all reasonable costs, expenses and attorney's fees incurred by the Landlord in enforcing any or all Tenant's covenants, conditions and agreements herein, whether by the institution of litigation or in the taking advice of counsel, or otherwise. In the event Landlord is required to resort to litigation to enforce the covenants, conditions and agreements herein, Tenant agrees to pay attorneys' fees in the minimum amount of \$100.00 for each such proceeding or fifteen percent (15%) of the amount of judgment for rent or for breach of lease, whichever amount of attorney's fee shall be the greater. If the Landlord shall incur any charge or expense on behalf of the Tenant under the terms of this lease, such charge or expense shall be considered additional rent hereunder; in addition to and not in limitation of any other rights and remedies which the Landlord may have in case of the failure by the Tenant to pay such sums when due, such nonpayment shall entitle the Landlord to the remedies available to it hereunder for nonpayment of rent. All such charges or expenses shall be paid to the Landlord at the office of Culmore Realty Company, P.O. Box 1040, 6031 Leesburg Pike, Bailey's Crossroads, Virginia 22041, or at such other place as the Landlord may designate in writing. If more than one individual, firm, or corporation shall join as Tenant, singular context shall be construed to be plural wherever necessary, and the covenants of the Tenant to be the joint and several obligations of each party signing as Tenant, and, when the parties signing as Tenant are partners, shall be the obligations of the firm and of the individual members thereof. Feminine or neuter pronouns shall be substituted for those of the masculine form, and the plural shall be substituted for the singular, and conversely wherever the context shall require. It is also agreed that no specific words, phrases, or clauses herein used shall be taken or construed to control, limit or cut down the scope or meaning of any general words, phrases or clauses used in connection therewith.

Successors: It is agreed that all rights, remedies and liabilities hereio given to or imposed upon either of the parties hereto, shall extend to their respective heirs, successors, executors, administrators, and assigns.

Entire Agreement: It is understood and agreed that Exhibit "A" and Pages 5 & 6 Entitled Rider

attached hereto are hereby made a part of and incorporated into this lease agreement. This lease contains the entire agreement of the parties in regard to the demised premises. There are no oral agreements existing between them.

In respect to any Rent or other sum payable under the Lease which Landlord shall not have received on or before the fifth (5th) day of the month when such rent or other sum is due, additional rent, in an amount equal to ten percent (10%) of any such Rent or other sum due and payable under the Lease, shall also be due and payable to Landlord by Tenant for each calendar month, or portion thereof, during which any such Rent or other sum due and payable under the Lease shall remain unpaid.

IN WITNESS WHEREOF, The party herein referred to as the "Landlord" has hereunto set his hand and affixed his seal, or caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto affixed and attested by its duly authorized officers; and the Tenant has hereunto set his hand and affixed his seal, or has caused its corporate name to be hereunto subscribed and its corporate seal to be hereunto affixed and attested by its duly authorized officers, as the case may be, the day and year first herebefore written.

WITNESS OR ATTEST:

Shirley L. Cohen
Secretary

Sharon K. Freeman
Assistant Secretary

Leri Whitman

WITNESS OR ATTEST:

Yolithi L. Ali
Assistant Secretary

8150 LEESBURG JOINT VENTURE, Landlord
MOZEL DEVELOPMENT CORPORATION, Partner

By: Robert B. Burt (SEAL)
President

THE PRUDENTIAL INSURANCE COMPANY
OF AMERICA, Partner

By: William F. Dickson (SEAL)
Vice-President

EASTGROU PROPERTIES, Partner

By: William F. Dickson (SEAL)
V.P.

REALTY MORTGAGE INVESTMENT
CORPORATION

By: Sharon K. Freeman (SEAL)
President
Tenant

R I D E R

This lease may be renewed at the option of the Tenant for a single, separate and consecutive term of three (3) years, provided written notice is given to the Landlord at least ninety (90) days before the end of the original term of this lease and provided that the "Consumer Price Index" paragraph of this lease shall apply during the renewal term as though this was one continuous six (6) year lease. However, if, at the time Tenant gives written notice of its intention to renew this lease, the Landlord determines that the Market Rental Rate (as hereinafter defined) exceeds the Rent per square foot that would be due during the first year of the renewal term of this lease after making the adjustments under the paragraph entitled "Consumer Price Index" indicated by the preceding sentence, then the basic rental under the paragraph entitled "Rent" shall be adjusted in accordance with the "Market Rental Rate" and the paragraph entitled "Consumer Price Index" shall thereafter apply to the basic rental, as adjusted in accordance with the Market Rental Rate, as though this was a new three (3) year lease. The Market Rental Rate shall mean an annual rental for each square foot of the space described in the paragraph entitled "Premises", based on the bona fide rental rate per square foot being quoted or which would be quoted to prospective tenants by Landlord for such office space in the building at the commencement date of the renewal term.

Landlord will do the following tenant development work only at Landlord's cost. All items except item 1 shall apply to Suite No. 1107 only:

1. Install corridor opening to connect Suite 1107 - 1111.
2. Install wallpaper to existing wallpapered areas. Tenant to provide wallpaper.
3. Replace damaged or missing vinyl cove base.
4. Remove shelves and repaint utility room.
5. Paint all existing painted office interior entry doors and trim semigloss to match existing color.
6. Repair loose trim moldings and loose door frames.
7. Shampoo carpet.

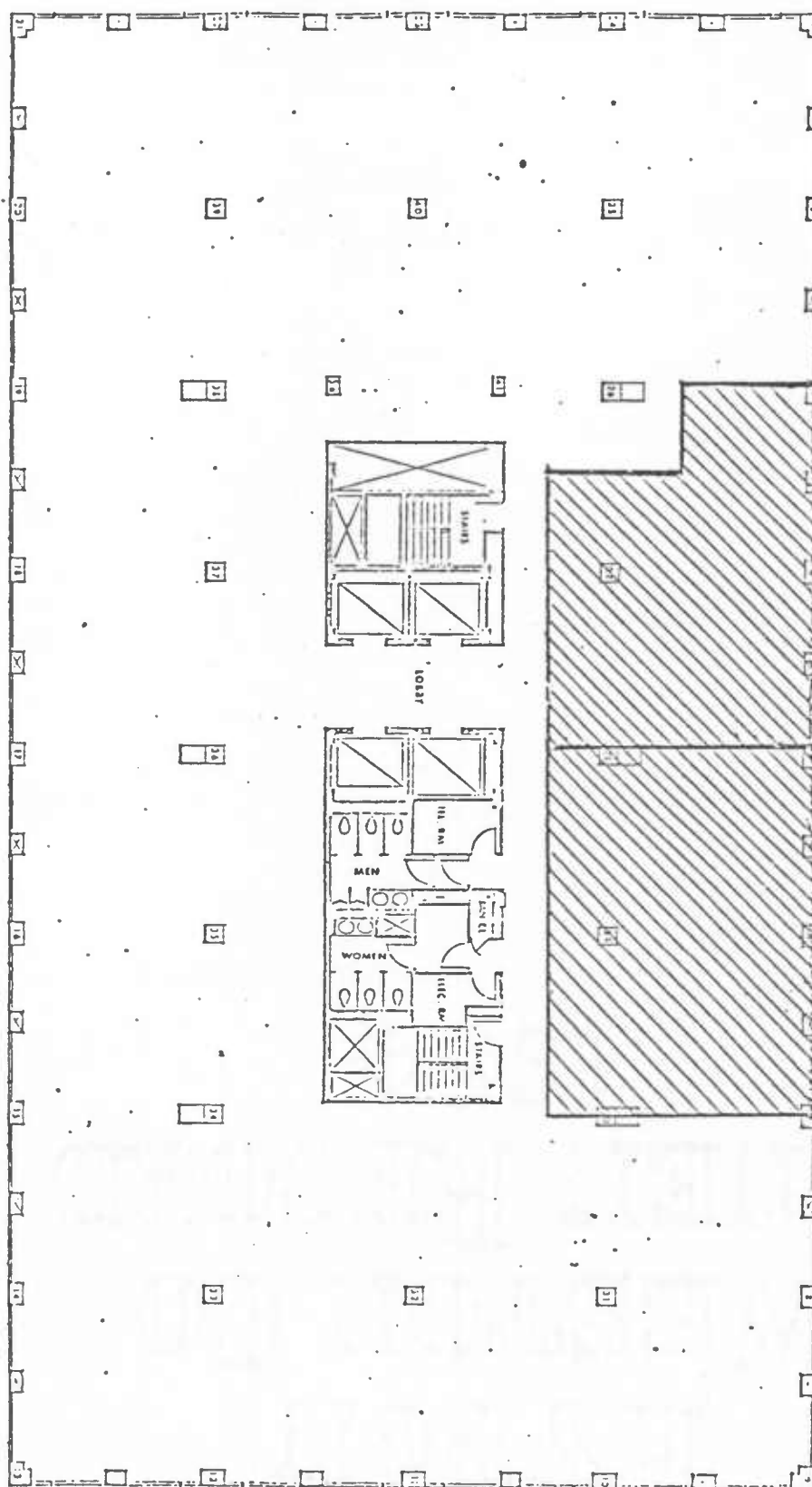
The existing security deposit of \$1,620.00 under the existing lease for Suite 1111 expiring January 31, 1984 shall be applied to the security deposit recited in this lease, so that the remaining security deposit to be paid in by Tenant shall be in the amount of \$2,018.25 to total the \$3,638.25 security deposit required under this lease.

In addition to the rental of Suites, 1107 and 1111 commencing February 1, 1985 as set forth in this lease, it is hereby agreed that Suite 1107, now occupied by the Tenant, Realty Mortgage Investment Corporation, as a subtenant of Citicorp Person-to-Person Financial Center, Inc., under a lease and sublease expiring December 31, 1984, is hereby leased to the Tenant, Realty Mortgage Investment Corporation, for the month of January, 1985 at a rental of One Thousand Four Hundred Sixty-One and 90/100 Dollars (\$1,461.90), all other provisions of this lease not inconsistent therewith to be applicable to such rental.

-6-

EXHIBIT "B"

Page 6 of 7



8150 LEESBURG PIKE

Tenant:
REALTY MORTGAGE INVESTMENT CORPORATION

EXHIBIT "A"

Suites 1107 and 1111
Approximately 2,646 Sq.Ft.

EXHIBIT "B"
Page 7 of 7

1st December 83

THIS LEASE AGREEMENT, made this 1st day of December, 19 83, by and between **WESTERN MARYLAND FINANCIAL SERVICES, INC.** ("Lessor"), and **REALTY MORTGAGE INVESTMENT CORPORATION** ("Lessee").
100 West Washington Street Hagerstown, Maryland 21740
 (P.O. Address)

In consideration of the mutual covenants and upon the terms and conditions hereinafter contained, Lessor hereby agrees to lease to Lessee, and Lessee hereby agrees to lease from Lessor, the following described motor vehicle and all additional equipment delivered therewith (hereinafter "Vehicle"):

Year 1984 Make PONTIAC Model Parisienne Body Style 4 DR Serial # 2G2AT69H6E9705832

TRANSACTION SUMMARY

1. Cash Price of Vehicle
 - a. Invoice cost \$ 12,434.00
 - b. Excise tax \$ 621.70
 - c. Registration fee \$ 25.00
 - d. Delivery, installation or repair charges \$ -0-
 - e. Total: Cash Price \$ 13,080.70
2. Minus: Cash Downpayment \$ -0-
3. Equals: Unpaid Balance of Cash Price \$ -0-
4. Plus: Financing Charge \$ 2,949.02
5. Equals: Time Balance \$ 16,029.72
6. The time balance is payable as follows: (a) in 36 installments of \$ 445.27 each, beginning on the 1st day of December, 19 83, and on the same day of each month thereafter until November, 19 86 (a sales or use tax of \$ 35.62 is payable with each monthly installment, so that the total monthly payment is \$ 480.89); (b) by returning the Vehicle to Lessor one month after the due date of the last payment; and (c) in one Final Payment due on demand by Lessor in an amount, if any, computed in accordance with paragraph 4 of this Lease.
7. Security Deposit \$ -0-
8. Estimated average wholesale value of the Vehicle at the end of the Lease Term \$ FAIR MARKET VALUE
9. Maximum mileage during Lease Term \$ 60,000
0. Termination Factor \$ -0-

This Lease is made upon the following terms and conditions:

1. DELIVERY OF VEHICLE; NO WARRANTIES. Lessor's obligation to deliver the Vehicle is subject to its being delivered to Lessor by the dealer or manufacturer, and Lessor shall have no liability hereunder in the event that the Vehicle cannot be delivered. Acceptance of the Vehicle by Lessee at the time and place specified for delivery thereof shall constitute an acknowledgement by Lessee that the Vehicle complies with Lessee's specifications and that the Vehicle is in condition satisfactory to Lessee. Lessor makes no warranty or representation, either expressed or implied, as to the fitness, design or condition, the merchantability of the vehicle, or its fitness for any particular purpose, the quality of the material or workmanship in the vehicle. Lessee does not waive any tort claim against the Lessor, regardless of any provision in this Lease.

2. TERM. Subject to earlier termination in the manner hereinafter provided, the Lease Term shall commence on the date hereof and shall extend thereafter until the day which is 36 months after the date hereof; provided, however, that this Lease shall remain in full force and effect with respect to all obligations of Lessee hereunder until such time as the Vehicle shall have been sold by Lessor and final settlement shall have been made as hereinafter provided.

3. RENT; LATE CHARGE. Lessee shall pay rent to Lessor for the Vehicle in the amounts and at the times shown on the Transaction Summary, at the office of Lessor stated above or such other address as Lessor may designate in writing. Lessor may either issue a coupon booklet to Lessee or have Lessee monthly a statement of the rent payable for the following month. All payments made by check shall be accepted subject to collection. The initial rental payment shall be made when the Vehicle is delivered. Additional rental payments shall be made in advance on the same day of the month for each subsequent calendar month during the Lease Term.

Time is of the essence of this Lease. In the event that any rent or other payment due hereunder shall not have been paid within 10 days after the date on which it becomes due and payable, Lessor may exercise its remedies under paragraph 15 of this Lease and, in addition, Lessor may collect, and Lessee hereby agrees to pay, a charge equal to \$5.00 or 5% of the amount in default, whichever is less. Lessee agrees that in the event that this lease is placed for collection in the hands of an attorney (not a salaried employee of Lessor), Lessee will pay reasonable attorney's fees not exceeding 15% of the amount due and payable hereunder, plus court costs.

4. SALE OF VEHICLE AND REFUND OR DEFICIENCY. Lessor and Lessee agree that a reasonable, good faith estimate of the average wholesale value of the Vehicle at the end of the Lease Term is the amount stated in item 8 of Transaction Summary. As used in this paragraph and paragraph 15, the term "Termination Value of the Vehicle" means the aforesaid amount plus an amount which is the product of the Termination Factor (item 0 of Transaction Summary) multiplied by the number of monthly payments yet unpaid by Lessee, plus any other unpaid amounts Lessee agrees to pay Lessor under this Lease. Lessor, upon return of the Vehicle, will sell the Vehicle and render an accounting of said sale to Lessee. (Instead of such a sale, Lessee may obtain at Lessee's expense a professional appraisal by an independent third party agreeable to both Lessor and Lessee of the average wholesale value of the Vehicle which could be realized at sale. The appraised value shall then be deemed to be the amount received from sale.)

In any case, if the amount received from such sale (excluding disposition costs) shall exceed the Termination Value of the Vehicle, the amount of such excess shall be refunded to Lessee.

If the Vehicle has been returned prior to the end of the Lease Term, and if the amount received from such sale (excluding disposition costs) is less than the Termination Value of the Vehicle, Lessee shall pay the amount of such deficiency to Lessor.

If the Vehicle has been returned after the end of the stated Lease Term, and if the amount received from such sale (excluding disposition costs) is less than the Termination Value of the Vehicle, Lessee shall be liable for any difference up to 3 times the amount of the total monthly payment specified in item 6 of the Transaction Summary. Lessee shall be liable for any amount in excess of that difference only to the extent that: 1) the amount in excess of the difference is attributable in part to unreasonable wear and tear or excessive use, as defined below; in this event, Lessee will not be liable for such part of the difference as is due to unreasonable wear and tear or excessive use; 2) Lessee voluntarily agrees with Lessor after the end of the Lease Term to make a higher payment; or 3) Lessor wins a lawsuit against Lessee seeking a higher payment. In this lawsuit, Lessor must prove that its original estimated average wholesale value of the Vehicle at the end of the Lease Term was reasonable and was made in good faith. In this lawsuit, Lessor will pay Lessee's reasonable attorney's fees except to the extent that Lessor is able to prove that the excess amount owed was the result of excessive use or unreasonable wear and tear.

If the Vehicle is driven more than the number of miles stated in item 9 of Transaction Summary, during the Lease Term, Lessee shall be conclusively presumed to have made excessive use of the Vehicle. If Lessee fails to comply with the manufacturer's recommended maintenance and servicing schedule, or if the Vehicle is subjected to abuse or mistreatment, Lessee shall be conclusively presumed to have subjected the Vehicle to unreasonable wear and tear. The estimate of the average wholesale value of the Vehicle at the end of the lease is based on the standards set forth in this paragraph.

The actual amount, if any, payable by Lessee to Lessor upon return of the Vehicle after the end of the stated Lease Term is herein called the "Final Payment". The Final Payment is due and payable upon demand by Lessor after the amount has been determined (but not sooner than one month after the due date of the final monthly installment). If Lessee does not pay the Final Payment on demand, Lessee may repay such amount, without interest, in consecutive monthly installments, each equal to the amount of the monthly installment specified in item 6 of the Transaction Summary, beginning on the date the Final Payment is due and continuing thereafter on the same date of each month until fully paid. If Lessee fails to make any of such payments when and as due, then the remaining balance of such payments shall become immediately due and payable at the option of Lessor.

5. EARLY TERMINATION. Provided Lessee is not in default, and upon 30 days' written notice to Lessor, Lessee may terminate this Lease at any time after the delivery date hereunder, by redelivering the Vehicle to Lessor at such place as shall be designated by Lessor. No such termination shall relieve Lessee of any obligation under this Lease until Lessee shall have paid to Lessor all amounts due, determined in accordance with paragraph 4, and which shall be due and payable in full upon demand by Lessor. Regardless of any other provision in this Lease, if the Lessee delivers the Vehicle to Lessor and pays the entire Time Balance (item 5 of Transaction Summary) in full before the end of the Lease Term, Lessee shall receive a refund of a portion of the financing charge (item 4 of Transaction Summary) calculated according to the actuarial method based on the original schedule of payments (except that the refund shall be in the greater amount, if any, determined in accordance with paragraph 4).

6. DEPOSIT. Lessee has this day deposited with Lessor the amount stated in item 7 of Transaction Summary as a Security Deposit for the full and faithful performance by Lessee of all terms, covenants and conditions of this Lease upon Lessee's part to be performed, which sum shall be returned to Lessee upon termination of this Lease, provided that Lessee has fully and faithfully carried out all the terms, covenants and conditions of this Lease on Lessee's part to be performed.

IN WITNESS WHEREOF, the parties have executed and Lessee has sealed this lease on the day and year first above written.

Upin Richardberger
B-1 (Page 2 of 3) (Losses)

ASSIGNMENT

Realty Mortgage Investment Corporation for value received hereby assigns all of its rights and obligations under the foregoing Lease dated December 1, 1983 with Western Maryland Financial Services, Inc., for a 1984 Pontiac Parisienne to Advanced Real Estate Associates, Inc. this 4 day of February, 1985.

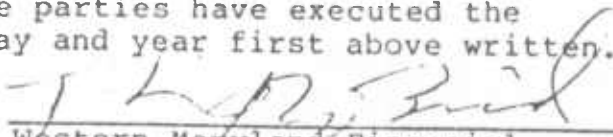
IN WITNESS WHEREOF the parties have executed this Assignment the day and year first above written.



Realty Mortgage
Investment Corporation

Western Maryland Financial Services, Inc., Lessor, hereby agrees to recognize Advanced Real Estate Associates, Inc. as Lessee under the foregoing Lease effective February 1, 1985 and does hereby release Realty Mortgage Investment Corporation from any and all liabilities on the foregoing Lease.

IN WITNESS WHEREOF, the parties have executed the foregoing Assignment the day and year first above written.



Western Maryland Financial
Services, Inc.

ARTICLES OF SALE AND TRANSFER

BETWEEN

REALTY MORTGAGE INVESTMENT CORPORATION (MD CORP.) TRANSFEROR

AND

ADVANCED REAL ESTATE ASSOCIATES, INC. (PA CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 3, 1985

AT 11:08

O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2717, FOLIO 003594, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ _____RECORDING FEE PAID:
\$ 56.00SPECIAL FEE PAID:
\$ _____\$14.00

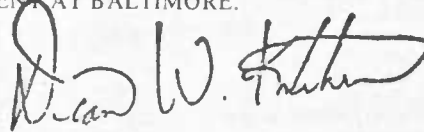
TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 175663

001085

Received for Record September 4th, 1985 At 10:29 A.M. LIBER 34

ARTICLES OF INCORPORATION

OF

GRAYSTONE HILLS DEVELOPMENT CO., INC.

RECORD 5.00
A SUB 61.25
04 1026 9-04A10:25

THIS IS TO CERTIFY:

FIRST: The subscriber, G. Jeffery Kerns, whose post office address is Route 2, Box 3760, Hagerstown, Maryland, being at least twenty-one years of age, does under and by virtue of the General laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation, which is hereinafter called the "Corporation," is Graystone Hills Development Co., Inc.

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

(a) To purchase, build construct or otherwise acquire, lease, hold, mortgage, pledge, sell, transfer, or in any manner encumber, improve, exchange, let or dispose of any type of building upon any real property wherever situated.

(b) To 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 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.

(e) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas, and the like which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant license in respect of, sell and otherwise turn to account, the same.

(f) 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 the 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.

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(g) 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.

(h) 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 parts 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.

(i) 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.

FOURTH: The post office address of the principal office of the Corporation in this state is Route 2, Box 376D, Hagerstown, Maryland, 21740. The resident agent of the Corporation is G. Jeffery Kerns, whose post office address is 209 Della Lane, Boonsboro, Maryland, 21713.

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) each, all 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 one (1) director ;
G. Jeffery Kerns 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 purposes of defining, limiting and regulating the power 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 the 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(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 on net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profit 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 changes 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 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, as the Board of Director 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 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 a 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.

(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 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.

(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 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.

IN WITNESS THEREOF, I have signed these Articles of Incorporation
on the 14th day of MAY, 1985.

Joyce E. Ryon

G. Jeffery Kerns

STATE OF MARYLAND, COUNTY OF WASHINGTON

THIS IS TO CERTIFY that on the 14th day of May, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared G. Jeffery Kerns, the foregoing Articles of Incorporation to be his act.

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

Crystal N. Inlood

My Commission Expires: 7-1-86



ARTICLES OF INCORPORATION
OF
GRAYSTONE HILLS DEVELOPMENT CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 14, 1985 AT 11:26 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2719, FOLIO 001084 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ 5.00

01923549

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE:

G. B. Auburn



A 176808

Received for Record September 4th, 1985 At 10:30 A.M. LIBER 34

ARTICLES OF INCORPORATION

OF

CASABLANCA HAIR BY SNYDER & ASSOCIATES, INC.

RECORD 5.00
A SUB 66.25
94 1027 9-04A10:30

THIS IS TO CERTIFY:

FIRST: The subscriber, G. Jeffery Kerns, whose post office address is Route 2, Box 376D, Hagerstown, Maryland, being at least twenty-one years of age, does under and by virtue of the General laws of the State of Maryland authorizing the formation of corporations, associate myself with the intention of forming a corporation by the execution and filing of these articles.

SECOND: The name of the corporation, which is hereinafter called the "Corporation," is Casablanca Hair by Snyder & Associates, Inc.

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

(a) To operate a beauty salon to include the performance of beauty care services and the sale of related products and related training of the public and professionals in beauty care.

(b) To 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 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.

(e) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights, processes, formulas, and the like which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant license in respect of, sell and otherwise turn to account, the same.

(f) 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 the 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.

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(g) 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.

(h) 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 parts 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.

(i) 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.

FOURTH: The post office address of the principal office of the Corporation in this state is Route 2, Box 376D, Hagerstown, Maryland, 21740. The resident agent of the Corporation is G. Jeffery Kerns, whose post office address is 209 Della Lane, Boonsboro, Maryland, 21713.

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) each, all 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 two (2) directors; G. Jeffery Kerns and Michael L. Snyder 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 purposes of defining, limiting and regulating the power 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 the 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, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

(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 on net profits. The Board of Directors may in its discretion use and apply any of such surplus or net profit 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 changes 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 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, 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 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 a 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.

(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 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.

(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 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.

IN WITNESS THEREOF, I have signed these Articles of Incorporation on the 14th day of MAY, 1985.

Joyce E. Pryor G. Jeffery Kerns
G. Jeffery Kerns

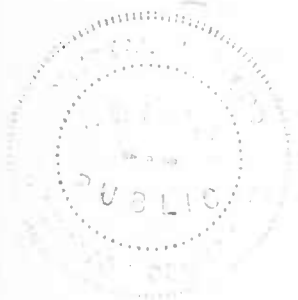
STATE OF MARYLAND, COUNTY OF WASHINGTON

THIS IS TO CERTIFY that on the 14th day of May, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared G. Jeffery Kerns, the foregoing Articles of Incorporation to be his act.

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

Crystal N. Flood

My Commission Expires: 7-1-86



ARTICLES OF INCORPORATION
OF
CASABLANCA HAIR BY SNYDER & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 14, 1985 AT 11:26 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2719, FOLIO 001078, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ 5.00

D1923531

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Anderson



A 176807

ARTICLES OF INCORPORATION

Received for Record September 4th, 1985 At 10:30 A.M. LIBER 34

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21741, 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

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04 1025 9-04A10:3

O'HARE FREIGHT FORWARDER, INC.

THIRD: The purpose or purposes for which the Corporation is incorporated under the Corporations and Associations Article (Section 2-103) of the Maryland Code, as amended from time to time, are to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said Article.

FOURTH: The address of the principal offices of the Corporation in this State is 1329 Pennsylvania Avenue, Post Office Box 1417, Hagerstown, Maryland 21741. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 1329 Pennsylvania Avenue, Hagerstown, Maryland 21741. Said Resident Agent is a Maryland Corporation.

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 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 Ronald McHugh, Colleen Black, and Dixie C. Newhouse.

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 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.

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(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 contracts or transaction of the Corporation, and in the absence of fraud no contract or other transaction of the Corporation shall be void or voidable solely because of any such common directorship or interest, or 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 provided that: the fact of the common directorship or interest is disclosed or known to; 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 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 vote of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract or transaction if fair and reasonable to the Corporation. If a contract or transaction is fair and reasonable to the Corporation. If a contract or transaction is not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract or transaction bears the burden of proving the contract or transaction is fair and reasonable to the Corporation at the time it was authorized, approved or ratified. The provision of this subsection does not apply to the fixing by the Board of Directors of reasonable compensation for a director; whether as a director or in any other capacity.

(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, 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 upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

(5) 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 any action to be 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 thereon 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.

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 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 reasonable 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. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent creates a rebuttable presumption that the director did not meet the requisite standard of conduct set forth in this subsection.

(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 any employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director or officer or any employee or agent of the corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable 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 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, (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 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 proceedings, as authorized 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.

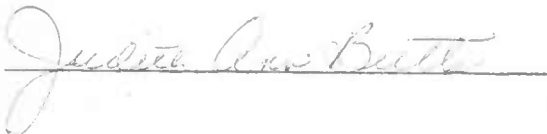
(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standards and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(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.

7th IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of May, 1985 and I acknowledge the same to be my act.

WITNESS:


Dixie C. Newhouse


Judith Ann Beattie

ARTICLES OF INCORPORATION
OF
O'HARE FREIGHT FORWARDER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 08, 1985 AT 09:53 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2731 ~~1118~~, FOLIO 000362 ~~001339~~, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u>	\$ _____
	<u>D1921766</u>	<u>\$ 5.00</u>

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Quinn



A 176628

~~002112~~

Received for Record September 4th, 1985 At 10:30 A.M. LIBER 34

INTERSTATE RECORDS DISTRIBUTORS, INC. 1985 FEB 15 A 10:27ARTICLES OF REVIVAL

Interstate Records Distributors, 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 15, 1971 , 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 Interstate Records Distributors, Inc.

THIRD: The name by which the Corporation will hereafter be known is Interstate Records Distributors, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 29 North Prospect Street, Hagerstown, Washington County, 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.

51348234



(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Richard M. Greenwald, 746 Mt. Vernon Dr., Hagerstown, Wash. Co., Md. 21740. 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 to 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 February 14, -1985

Richard M. Greenwald
Richard M. Greenwald
Last Acting President

Melvin C. Greenwald
Melvin C. Greenwald
Last Acting Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 14th day of February, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard M. Greenwald, the last acting President, and Melvin C. Greenwald, the last acting Secretary of Interstate Records Distributors, Inc., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

WITNESS my hand and Official Notarial Seal.

My Commission Expires:
July 1, 1986

Barbara P. Sprad
Notary Public



AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Richard M. Greenwald, President of Interstate Records Distributors, Inc.
(insert name and title) (insert name of corporation)

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

Richard M. Greenwald
Richard M. Greenwald
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on March 1, 1985 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for
County of Washington, State of Maryland personally appeared
(insert name or county for which notary is appointed)

Richard M. Greenwald and made oath under the penalties of
(insert name of person swearing)

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

As witness my hand and notarial seal

Barbara P. [Signature]
(Signature of notary public)

My Commission expires July 1, 1986.

ARTICLES OF REVIVAL
OF
INTERSTATE RECORD DISTRIBUTORS, INC.
Changing its name to
INTERSTATE RECORDS DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 14, 1985 AT 9:40 O'CLOCK .A M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2719, FOLIO 002067, OF THE 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

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Carlson



A 176497

Received for Record September 4th, 1985 At 10:30 A.M. LIBER 34

ARTICLES OF INCORPORATION

1985 MAY -3 A 9:42

FIRST: That I, Ronald Kenneth Ford, whose post office address is 201 South Cleveland 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.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is MARYLAND WOODMEN OF THE WORLD YOUTH INC. 5.00
31.25
9-04A10:30

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 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 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 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.

51238184

(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 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 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:

(i) To acquire, improve and operate on a non-profit basis a recreations and assembly facility for the use and benefit of the Woodmen of the World Life Insurance Society in Maryland.

(ii) To sell family memberships to Woodmen of the World Insurance Society members in Maryland in geographical areas designated from time to time by the Board of Directors.

(iii) To operate, conduct and maintain such other properties and activities as may be lawfully conducted by said Corporation for non-profit purposes under the laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 201 South Cleveland Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ronald Kenneth Ford, 201 South Cleveland Avenue, 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 thirteen (13), 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: Ronald K. Ford, Coit Jenkins, Conrad Burch, Tom Keiser, Robert Rodeheaver, Thomas E. Bernard, Maxie McDowell, Richard Schultz, Joseph W. (Pete) Buckel, John O. Snyder, Sr., Edwin L. Robison, Richard Rohrer and Ralph M. Scarlett.

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 Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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

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

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

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

(d) The Corporation shall not make any investments in such 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 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) 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 25 day of April, 1985, and I acknowledge the same to be my act.


Ronald Kenneth Ford

ARTICLES OF INCORPORATION
OF
MARYLAND WOODMEN OF THE WORLD YOUTH INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 03, 1985 AT 09:40 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2717, FOLIO 001665, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

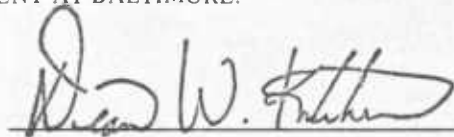
D1919091

\$ 5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.





A 176289

Received for Record September 4th, 1985 At 10:31 A.M.
LIBER 34

ARTICLES OF INCORPORATION
OF

HADDOCK PAVING, INC.
(A Close Corporation)

001629

A 10:11

RECORD 5.00
A 508 86.25
04 1032 9-04A10:31

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 HADDOCK PAVING, INC.

THIRD: This Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

To engage in general contracting business, including construction and repair of driveways and parking lots and making lawns.

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.

FIFTH: The post office of the principal office of the Corporation in this State is 2101 St. James Circle, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are James W.

51228182

Haddock, 2101 St. James Circle, Hagerstown, Maryland, 21740.
Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) per share, all of single class, and having an aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SEVENTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the by-laws of the Corporation, 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 James W. Haddock and Virginia L. P. Haddock.

EIGHTH: 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 directors of the Corporation are hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 1st day of May, 1985.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 1st day of May, 1985, 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, 1986

ARTICLES OF INCORPORATION
OF
HADDOCK PAVING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 02, 1985 AT 10:11 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2717, FOLIO 1628, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$

D1919042

\$ 5.00

TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Richard W. Fisher



A 176284

Received for Record September 4th, 1985 At 10:31 A.M. LIBER 34

ARTICLES OF INCORPORATION
A CLOSE CORPORATION UNDER TITLE FOUR
THE HAGERSTOWN FAIRGROUNDS, INC.

RECORD
A 518 71-25
04-1033 9-04-1033

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles F. Wagaman, Jr., whose address is 600 Maryland National Bank Building, Hagerstown, Maryland, 21740; Sarah Jane Cline, whose address is 124 Manse Road, Hagerstown, Maryland, 21740 and Linda E. Wigfield, Route 1, Box 357, Big Spring, Maryland, 21722, 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 information 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:

THE HAGERSTOWN FAIRGROUNDS, 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:

51338032

1985 MAY 13 A 9:07

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 acquire farm properties and other real estate, by purchase, lease or otherwise, to improve and develop the same, and thereon to plant, sow, cultivate and harvest grains, hay, forage, vegetables, fruit, flowers and all kinds of farm produce and products of the soil. To breed, raise, buy, pasture, prepare for market, exhibit, sell, and deal in livestock of all kinds. To engage in dairying and the poultry, pigeon, pet stock, and market gardening business. To operate greenhouses, hot beds and cold frames for the raising of plants, shrubs, and flowers. To acquire and maintain shops, stores, stalls, market stands, peddling and delivery vehicles, routes, and all other conveniences and equipment suitable for the vending of its products. In general, to conduct and promote in all their several departments and branches, the business of farmers, fruit growers, dairymen, stock raisers, gardeners, nurserymen, and florists, and to do everything incidental or conducive to the full accomplishment of the foregoing objects.

C. To engage in the business of furnishing amusement, entertainment, and diversion to the public either indoors or out of doors and to that end to purchase or lease amusement parks, outdoor theatres,

indoor theatres, motion picture theatres, athletic fields, arenas, and other places and to manage and conduct the same as places of public amusement and diversion, and to grant concessions to individuals, companies, or corporations to conduct at such places of amusement particular businesses for the amusement and entertainment of the public, and such other and further objects as may be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for the business and the buying, leasing, holding, releasing, selling, and conveying the real estate necessary or proper in connection with the business; 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 this Corporation is: 416 N. Mulberry Street, Hagerstown, Maryland, 21740. ✓

The Resident Agent of this Corporation is Edward N. Snook, whose address is Route 1, Box 263, Clear 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 Fifty Thousand (50,000) shares having a par value of Ten (\$10.00) Dollars each. The aggregate par value of all such shares is Five Hundred Thousand (\$500,000.00) 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 transferable only on the books of the corporation thereupon surrender of certificates therefor properly endorsed.

NINTH: The number of Directors of the corporation shall be one (1), which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after May 15, 1985, the corporation hereby elects to have no Board of Directors. The name of the Director who shall act as such until the first annual meeting or until his successor is duly chosen and qualified is: Charles F. Wagaman, Jr.

TENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of teh 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 1st day of May, A.D., 1985.


Charles F. Wagaman, Jr.


Sarah Jane Cline


Linda E. Wigfield

ARTICLES OF INCORPORATION
OF
THE HAGERSTOWN FAIRGROUNDS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 13, 1985 AT 09:07 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2719, FOLIO 000129, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 100

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ 5.00

D1922228

\$ 5.00

WASHINGTON
TO, THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Anderson



A 176673

003500

Received for Record September 4th, 1985 At 10:32 A.M. LIBER 34

ALEX BLAIR ASSOCIATES, INC.
 A Maryland Close Corporation,
 Organized Pursuant to Title 4 of the
 Corporations and Associations Article of the
 Annotated Code of Maryland

RECORD 5.00
 A SUB 96.25
 04 1034 9-04A10:32

ARTICLES OF INCORPORATION

FIRST: I, H. ALEXANDER RAYMOND, whose post office address is Rt. 1, Box 372 Q, Rohrsersville, Maryland, 21779, 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 ALEX BLAIR ASSOCIATES, INC.

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

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

(1) To engage in the business of High Technology Investment and High Technology Investment Counseling and performing and rendering such services to governmental bodies, agencies, commissions or departments, individuals, partnerships, corporations, and any other type of entity; and

(2) To engage in the business of performing and rendering Management Consulting and Services; and

(3) To engage in the business of performing and rendering technical consulting and services in the field of Systems Architecture, Systems Engineering and Operations Research for governmental bodies, agencies, commissions or departments, individuals, partnerships, corporations, and any other type of entity; and

(4) To engage in any other lawful purpose and business, both in this state and in any part of the world; and

(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.

FIFTH: The post office address of the principal office of the Corporation in this State is Rt. 1, Box 372 Q, Rohrsersville, Maryland, 21779. The name and post office address of the Resident Agent of the Corporation in this State is H. ALEXANDER RAYMOND, Rt. 1, Box 372 Q, Rohrsersville, Maryland, 21779. 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, with a par value of One Dollar (\$1.00) per share.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is H. ALEXANDER RAYMOND.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26 day of April, 1985, and I acknowledge the same to be my act.

H. Alexander Raymond
 H. ALEXANDER RAYMOND

1985 APR 29 A 9:52

51103350

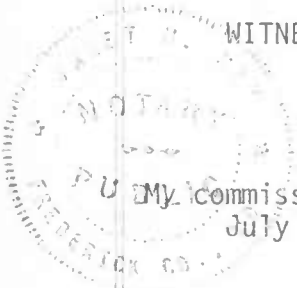
STATE OF MARYLAND
COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 20th day of April, 1985, before me, the Subscriber, a Notary Public of the aforesaid State and County personally appeared H. ALEXANDER RAYMOND, and did acknowledge the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Carole May
Notary Public

My commission expires:
July 1, 1986



ARTICLES OF INCORPORATION
OF
ALEX BLAIR ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 29, 1985 AT 09:52 A. O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2715, FOLIO 003299 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1915792

\$ 5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE

R. W. Fisher



A 175949

Received for Record September 4th, 1985 At 10:32 A.M. LIBER 34

ARTICLES OF INCORPORATION

OF

CITIZENS FOR PROTECTION OF WASHINGTON COUNTY, INC.

(A NON-PROFIT CORPORATION)

RECORD 1.00
308 101.25
9-1035 9-04A10:32

FIRST: I, David K. Cushwa, III, whose post office address is P.O. Box 263, Williamsport, Maryland 21795, being eighteen (18) years of age or older and acting as incorporator, hereby form a non-profit 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 Citizens for Protection of Washington County, Inc.

THIRD: That I am the sole incorporator of Citizens for Protection of Washington County, Inc.; that there is no stock outstanding or subscribed for entitled to be voted on a charter amendment; that these Articles are executed and submitted pursuant to Section 2-104 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(1) To help protect the environment and historic preservation of Washington County and educate citizens on environmental and historic matters on a non-profit basis through scientific, literary, and educational activities and public events.

(2) To coordinate with other non-profit groups and associations to promote the protection of the environment, historic preservation, science, and education.

51208108

003018

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

(4) All activities and purposes of the Corporation are expressly and exclusively limited to those educational, scientific, historical preservation, and charitable activities and purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

FIFTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members or officers, or to 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 Fourth hereof. The Corporation will not, as a substantial part of its activities, attempt to influence legislation or participate to any extent in a political campaign for or against 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)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) or 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, after paying or making provision for the payment of all of the liabilities of the Corporation, shall 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 educational, charitable, religious, historical preservation, 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 may determine. Any such assets not so disposed of shall be disposed of as provided by law in the courts 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 such court shall determine, which are organized and operated exclusively for such purposes, such as the Washington County Board of Education Outdoor School, near Clear Spring, Maryland.

SEVENTH: The address of the principal office of the Corporation in this State shall be 1706 Virginia Avenue, Hagerstown, Maryland 21740. ✓

EIGHTH: The Resident Agent of the Corporation shall be Dr. Robert E. Cody, and his post office address is 1706 Virginia Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. ✓

NINTH: The Corporation is a nonstock corporation, and it shall have no authority to issue capital stock.

003020

TENTH: The Corporation shall have a board of directors consisting of three (3) directors, or any greater number, but not less than three (3), as may be provided in the Bylaws. Until the first annual meeting and until their successors are elected and qualified, Leah M. Stalings, Ralph F. Young, Jr., and Dr. Robert E. Cody will serve as directors.

ELEVENTH: The Corporation may exist perpetually.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26th day of April, 1985.

Witness:

Jacob B. Berkson
Jacob B. Berkson, Esq.

David K. Cushwa, III
David K. Cushwa, III

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

I HEREBY CERTIFY, that on this 26th day of April, 1985, before the subscriber, a Notary Public of Washington County and the State of Maryland, personally appeared David K. Cushwa, III, who signed and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my Hand and Official Notarial Seal.

Melanie L. Pugh
Notary Public

My Commission Expires:

July 1, 1986

ARTICLES OF INCORPORATION
OF
CITIZENS FOR PROTECTION OF WASHINGTON COUNTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 30, 1985 AT 09:37 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 5 2715, FOLIO 003016 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1915354 \$5.00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



Alan W. Fisher

A 175905

002378

received for Record September 4th, 1985 At 10:32 A.M. LIBER 34

ARTICLES OF INCORPORATION

OF

TERR-BLACK ENTERPRISES, INC.

RECORD 5.00
A SUB 106.25
04 1036 9-04A10:32

FIRST: I, Donald R. Mering, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is TERR-BLACK ENTERPRISES, INC. (the "Corporation").

THIRD: The purposes for which the Corporation is formed are to (1) purchase, lease, own, sell, operate, hold out for charter, maintain and otherwise deal in and with aircraft of every class and description, and (2) engage in any other lawful business. The Corporation also shall have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is 3 Hump Road, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Terry L. Randall, 3 Hump Road, Hagerstown, Maryland 21740. ✓

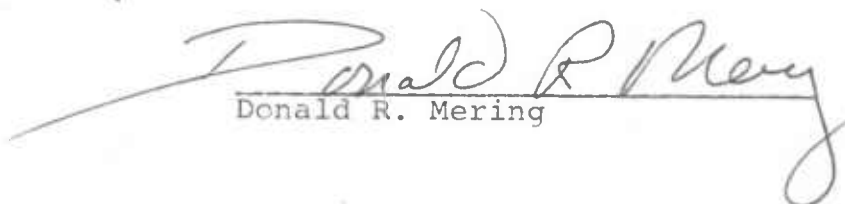
FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.00.

51210319

SIXTH: The number of Directors of the Corporation shall be three, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Terry L. Randall, Howard B. Bowen and Craig Meredith.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I acknowledge these Articles of Incorporation to be my act this 1st day of May, 1985.


Donald R. Mering

ARTICLES OF INCORPORATION
OF
TERR-BLACK ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 01, 1985 AT 11:02 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2715, FOLIO 002977 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ 5.00

D1914191

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

David W. Fisher



A 175896

Received for Record September 4th, 1985
At 10:32 A.M. LIBER 34

002610

JAMES TOWN BUILDERS, INC.
(A Close Corporation Under Title 4 of Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporator. The undersigned, Alvey L. Churchey, whose post office address is 248 Peacock Trail, Hagerstown, Maryland 21740, and Robert L. Tobin, 924 Kenwood Drive, 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.

RECORD 5.00
A SUB 111.25
04 1037 9-04A10:32

2. Name. The name of the corporation, hereinafter called the Corporation, is Jamestown Builders, 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 engage in the business of and to act as general contractors, builders, pavers, wreckers, concrete breakers and contractors, miners, dredgers, excavators, welldiggers, carpenters, woodworkers, cabinet makers, plumbers, electricians, drilling contractors, riveters, accoustical contractors, glaziers, roofers, tinsmiths, floorers, tile contractors, bricklayers, hod carriers, masons, quarry owners and operators, stone, sand, and gravel dealers, stonecutters, sand blasters, copper, tin, lead, aluminum, brass, bronze, nickel, zinc, iron, steel, and other metal producers and processors, smiths, sheet metal and other metal workers, smelters, welders, machinists, tool and die makers, steamfitters, gasfitters, heating and air conditioning contractors, elevator contractors, waterproofing and fireproofing contractors, painters, decorators, plasterers, paperhangers, draftsmen and designers, and suppliers, equippers, and outfitters for the foregoing, and to

51168340

engage in all other activities, render all other services, and handle and deal in all materials, supplies and products incidental or related to or connected with any and every phase of the building and construction trades; to purchase, lease, or otherwise acquire and to erect, construct, build, establish, dredge, pave, mine, quarry, develop, and improve and to raze, tear down, rebuild, repair, restore, remodel, alter, fireproof, waterproof, insulate, and clean and to sell, exchange, rent, license, or otherwise dispose of and to outfit, supply, equip, furnish, manage, inspect, use, own, hold, service, and operate and to deal and trade in and with real estate lands, lots, acreage, fields, yards, waterways, roads, streets, parks, gardens, piers, docks, wharves, beaches, swimming pools, homes, and buildings of every kind and description and parts thereof and appurtenances thereto, and all other structures, establishments, and shelters of every kind and description, mines, oil wells, quarries, sand and gravel pits, tar pits, lime pits and other pits, beds and deposits, machine shops, tool and die plants and establishments, foundries, smelting plants, blast furnaces, lumber yards, storehouses, warehouses, processing plants, retail and wholesale shops and establishments, showrooms, laboratories, and other factories, mills, plants, buildings, yards, and fields of every kind and description.

b) To acquire by purchase, exchange, lease, or otherwise, and to hold, use, develop, operate, sell, consign, lease, transfer, convey, mortgage, exchange, create security interests in, pledge, or otherwise dispose of or deal in and with real and personal property of every class or description and rights and privileges therein wherever situate.

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 864 Jefferson Boulevard, Hagerstown, Maryland 21740, in the County of Washington. The name and post office address of the resident agent of the Corporation in Maryland are Robert L. Tobin, 924 Kenwood Drive, 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 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 Robert L. Tobin.

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) Robert L. Tobin, President and Secretary

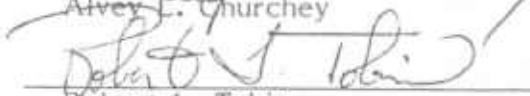
(2) Alvey L. Churchey, Vice President and Treasurer

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 *25th* day of *April*, A.D., 1985.


Alvey L. Churchey (SEAL)


Robert L. Tobin (SEAL)

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

I HEREBY CERTIFY, That on this 25th day of April,
A.D., 1985, before me, the undersigned, a Notary Public in and for the State
and County aforesaid, personally appeared Alvey L. Churchey and Robert L.
Tobin, known to me to be the persons whose names are subscribed to the
aforegoing Articles of Incorporation, who did each acknowledge that they
executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Joann McLucas
Notary Public

My Commission Expires: 7/1/86



ARTICLES OF INCORPORATION
OF
JAMESTOWN BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 29, 1935 AT 09:42 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2715, FOLIO 002609, OF THE RECORDS OF THE STATE

DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$ 5.00

D1913755

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

R. W. Fisher



A 175852

ARTICLES OF INCORPORATION
OF

OFFICE COFFEE SERVICE, INC.

Received for Record September 4th, 1985 At 10:32 A.M. LIBER 34

THIS IS TO CERTIFY:

FIRST: That J. Douglas Stine 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: Office Coffee Service, Inc.

RECORD 5.00
A 808 116.25
04 1038 9-04410:32

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

- (a) To own and operate the business of wholesale, sale and distribution of hot and cold beverages, beverage products and snack foods.
- (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, 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 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.

51158354

✓ FOURTH: The post office address of the principal office of the corporation in this State is Post Office Box 1948, Industry Drive, Hagerstown, Maryland 21740. The resident agent of the Corporation is John H. Urner whose address is 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 stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock with no par value.

SIXTH: The Corporation shall have three directors and J. Douglas Stine, Brett Stine and Anna Gay Miner 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 two thirds 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 19th day of APRIL, 1985.

002111

Joe Douglas Stone

STATE OF MARYLAND; WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 23rd day of April
1985, before me, the subscriber, a Notary Public in and for the
State and County aforesaid, personally appeared
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.

Barbara E. Hest
Notary Public

My Commission expires: 6/1/85



ARTICLES OF INCORPORATION
OF
OFFICE COFFEE SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 25, 1985 AT 10:32 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 4 2715, FOLIO 002108, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u>	\$ <u>5.00</u>
	<u>01913300</u>	

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Michael W. Fisher



A
Received for Record September 4th, 1985 At 10:33 A.M. LIBER 34

GROUP THREE, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, John P. Strider, Jr., acting as the Incorporator of a Corporation, 14 Maple Avenue, Boonsboro, Maryland 21713, Stuart L. Mullendore, 3 Maple Avenue, Boonsboro, Maryland 21713, and Gary C. James, P.O. Drawer "D", Shepherdstown, West Virginia 25443, 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 Group Three, Inc.

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

(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 property, wherever situated.

(2) To design, produce, manufacture, fabricate, construct, photograph, duplicate or otherwise reproduce items using graphic arts processes including, but not limited to environmental graphics, architectural graphics, displays, signs, printed matter and related activities.

(3) As an owner, general contractor, and/or subcontractor, to research and develop, to undertake studies, to manufacture, and to market graphic and industrial arts products of every nature for any industry and for any customer.

(4) To acquire, sell, lease, or otherwise dispense equipment and products of every nature, of every manufacture, for any industry, and for any customer.

(5) To acquire, sell, lease, or otherwise dispense reproduction, communications, office and other equipment, and to design or cause to be designed or developed, plans and specifications for office construction and furnishing.

(6) To act as a management consultant to industry or businesses engaged in graphic or industrial arts disciplines.

51168393

(7) 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 14 Maple Avenue, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is John P. Strider, Jr., 14 Maple Avenue, Boonsboro, Maryland 21713. 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. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John P. Strider, Jr., Stuart L. Mullendore, and Gary C. James.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more preferences, rights, voting powers, restrictions 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.

002054

EIGHTH: Until such time as the Corporation shall enter into a separate agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of shares of the Corporation, no stock shall be transferred by any shareholder to any other person unless the stock shall have been first offered by a writing for sale to each of the other stockholders of the Corporation at the same price and on the same terms and shall be sent by registered mail to each stockholder at the address listed on the Corporation's books. The right to transfer the stock to any such person shall not exist until all existing stockholders refuse the offer made as provided above or until the fail for a period of one hundred twenty (120) days after receipt of the written offer to accept the same by compliance with the terms therein set forth.

Thereafter, if at any time the holders of a majority or more of the shares of the Corporation shall enter into an agreement restricting or limiting the sale, transfer, assignment, pledge or hypothecation of the shares of the Corporation or any part thereof to which such agreement the Corporation shall become a party, the Corporation shall thereupon observe and carry on its part the terms of any such agreement, and shall refuse to recognize and sale, transfer, assignment pledge or hypothecation, or any attempted sale, transfer, assignment, pledge or hypothecation, of any of the terms and conditions of such agreement, provided that a copy of such agreement be filed in the principal office of the Corporation, and provided further that notice of the existence of such provision be noted conspicuously on the face and back of each and every certificate of shares subject to the terms and conditions of any such agreement.

NINTH: 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.


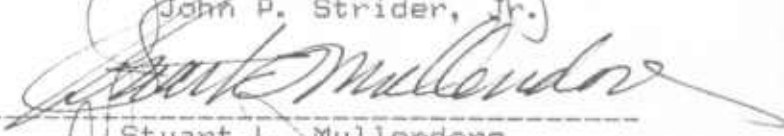
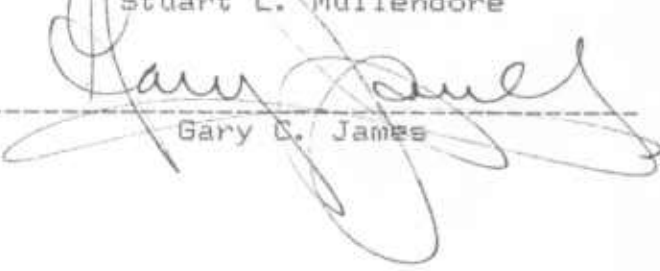
(1) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

(2) With respect to any corporate representative other than a present or former 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

002055

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 votes cast by the 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 circumstance.

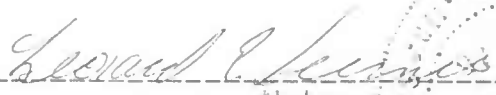
IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 25th. day of April, 1985, and we do acknowledge the same to be our individual act.


 John P. Strider, Jr.

 Stuart L. Mullendore

 Gary C. James

State of Maryland)
)SS
 County of Washington)

On this 25th. day of April, 1985, before me, a Notary Public in said County, personally appeared John P. Strider, Jr., satisfactorily proven 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.


 Notary
 My Commission expires July 1, 1986



ARTICLES OF INCORPORATION
OF
GROUP THREE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 26, 1985 AT 11:48 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2715, FOLIO 002051 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00

D1913227

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

William W. Fisher



A 175799

002520

Received for Record September 4th, 1985 At 10:33 A.M. LIBER 34

BUTTON AND McDOWELL, P.A.

ARTICLES OF AMENDMENT

Button and McDowell, P.A., a Maryland professional corporation, having its principal office at 635 Oak Hill Avenue, in Hagerstown, Washington County, State of 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 striking out the second paragraph and inserting in lieu thereof the following:

"SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Button, Stone and McDowell, P.A."

SECOND: The Charter of the Corporation is hereby amended by deleting therefrom in its entirety Articles FIFTH and by substituting in lieu thereof, the following new Article FIFTH:

"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."

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 Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

FOURTH: Prior to said amendment, the total number of shares of capital stock which the Corporation had authority to issue was five thousand (5,000) shares, all of one class, with no par value.

FIFTH: Immediately following the date on which these Articles of Amendment shall be filed and approved by the State Department of Assessments and Taxation of Maryland, the total number of shares of capital stock which the Corporation shall have authority to issue shall be ten thousand (10,000) shares, all of one class, without par value, all of which shall be designated as common stock. Accordingly, the authorized capital stock of the Corporation has been increased to the extent of five thousand (5,000) shares.

51238160

IN WITNESS WHEREOF, Button and McDowell, 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 2nd. day of December, 1984, and its President acknowledges that these Articles of Amendment are the act and deed of Button and McDowell, 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:

BUTTON AND McDOWELL, P. A.


Secretary
President

ARTICLES OF AMENDMENT
OF
BUTTON & MCDOWELL, P.A.
Changing its name to
BUTTON, STONE AND MCDOWELL, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 3, 1985 AT 10:07 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2717, FOLIO 002519, OF THE 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

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Signature]



A 175694

1985 MAY -7 A 9:54

Received for Record September 4th. 1985 at 10:33 A.M. LIBER 34

LITTON'S, INC.

ARTICLES OF DISSOLUTION

Litton's, Inc., a Maryland Corporation, having its principal office, at 1039 Mt. Aetna Road, 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 of the Corporation in the State of Maryland is 1039 Mt. Aetna Road, Hagerstown, Washington County, Maryland.

THIRD: The name and post office 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 year after dissolution and thereafter until the affairs of the Corporation are wound up, is Carrie B. Litton, 1039 Mt. Aetna Road, Hagerstown, Washington County, Maryland. Said resident agent is an individual actually residing in this State.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

Vernon L. Litton	College Park, Maryland
Velena M. Miller	1711 Mt. Aetna Road Hagerstown, Maryland 21740
Carrie B. Litton	1039 Mt. Aetna Road Hagerstown, Maryland 21740

FIFTH: The name, title and post office address of each of the officers of the Corporation is as follows:

Vernon L. Litton	President	College Park, Maryland
Velena M. Miller	Vice-Pres.	1711 Mt. Aetna Road Hagerstown, Maryland 21740
Carrie B. Litton	Sec. & Treas.	1039 Mt. Aetna Road Hagerstown, Maryland 21740

SIXTH: A majority of the entire Board of Directors of the Corporation, at a meeting duly convened and held on December 24, 1984, adopted a resolution declaring that dissolution of the Corporation was advisable and directing that the proposed dissolution be submitted for action by waiver of all stockholders.

SEVENTH: Notice stating that a purpose of the meeting of stockholders would be to take action upon the proposed dissolution was given, as required by law, to all stockholders of the Corporation entitled to vote thereon. The dissolution of the Corporation as so proposed was authorized by the stockholders of the Corporation at said meeting by the affirmative vote of two-thirds of one class of stock entitled to vote thereon.

EIGHTH: The dissolution of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the stockholders of the Corporation as required by law and the Charter of the Corporation.

NINTH: Notice that dissolution of the Corporation had been duly authorized pursuant to Article 23 of the Annotated Code of Maryland and the Corporation has no known creditors.

TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes stating in effect that all taxes levied on assessments made by the said Commission and billed by and payable to such collecting authorities by the Corporation have been paid.

Harry Snook, Tax Collector for Washington County

IN WITNESS WHEREOF, Litton's, 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 December 24, 1984.

ATTEST:

Carrie B. Litton
Carrie B. Litton, Secretary

LITTON'S, INC.

By Vernon L. Litton
Vernon L. Litton, President

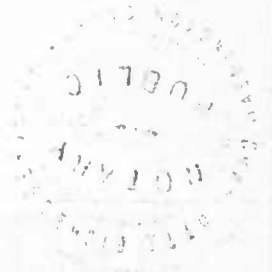
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on December 24, 1984, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Vernon L. Litton, President of Litton's, 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 corporaion and further made oath in due form of law that the matters and facts set forth in said Articles of Dissolution with respect to the approval thereof are true to the best of his knowledge, information and belief.

Witness my hand and Official Notarial Seal.

Charlotte Eichelberger
Notary Public

My Comm. Ex: July 1, 1986





STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

002450

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

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

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

LITTON'S INC.

have been paid.

WITNESS my hand and official seal this

23rd day of APRIL A.D. 19 85


DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

OFFICE OF
HARRY C. SNOOK
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone: (301) 791-3173



HARRY C. SNOOK, Treasurer
~~LEONARD HOWES, Deputy Treasurer~~
~~HELEN D. LEWIS, Deputy Treasurer~~

The Court House
SERVING WASHINGTON COUNTY SINCE 1873

February 4, 1985

RE: DISSOLUTION

Litton's, Inc.

This is to certify - That the books and records of the County Treasurer for Washington County show that all Personal Property 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

Litton's, Inc.

have been paid to and including the fiscal year July 1, 1983 to June 30th, 1984.

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 4th day of February, 1985.

Harry C. Snook, Treasurer
for Washington County,
Maryland

mt

ARTICLES OF DISSOLUTION

OF

LITTON'S, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 8, 1985 AT 12:00 O'CLOCK Noon M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2717, FOL 002446, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: RECORDING FEE PAID: SPECIAL FEE PAID:
\$ _____ \$ 20.00 \$ 30.00

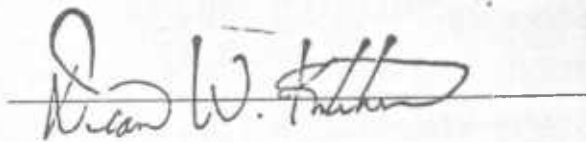
\$5.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 175684

ARTICLES OF AMENDMENT OF

CLASSIC CARS, INC.

Received for Record September 4th, 1985 At 10:33 A.M. LIBER 34

THIS IS TO CERTIFY THAT:

Pursuant to resolution advised by the Board of Directors unanimously passed by the holders of all outstanding shares of stock (there being no stock subscribed for) it was resolved by virtue of the attached resolution that the Charter is hereby amended: (1) By deleting in its entirety paragraph SIXTH of the Charter and inserting in lieu thereof:

"Hereafter the Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code. The Corporation shall have no Board of Directors effective immediately."

(2) By adding to the end of ARTICLE EIGHTH:

"Provided that the authority to issue securities convertible into shares of stock shall terminate when the Corporation becomes a Close Corporation."

IN WITNESS WHEREOF, Classic Cars, Inc., has caused these presents to be signed in its name and on its behalf by its President and Secretary of the meeting at which the resolution was passed, and its Corporate Seal to be hereunto affixed and attested by its Secretary on this 22nd day of April, 1985.

ATTEST:

Vernabell E. Cooper
Vernabell E. Cooper
Secretary

CLASSIC CARS, INC.

BY: Richard H. Cooper
Richard H. Cooper, President

Vernabell E. Cooper
Vernabell E. Cooper, Secretary of
the Meeting

51228090

1985 APR 23 A 10:21

1985 MAY -2 A 9:50

RECORDED 5.00
A 508 136.25
04 1042 9-04A10:31

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22nd day of April, 1985, before me, the subscriber, a Notary Public in and for the State of Maryland and for the County of Washington, personally appeared Richard H. Cooper, President of Classic Cars, 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 Vernabell E. Cooper and made affirmation in due form of law that she was Secretary of the meeting of the shareholders of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved by the members, 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 Official Notarial Seal.

Susan E. Bishop
Notary Public

My Commission Expires July 1, 1986

ARTICLES OF AMENDMENT
OF
CLASSIC CARS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 2, 1985, AT 9:50 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2716, FOLIO 000276, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ _____

RECORDING FEE PAID:
\$ 20.00

SPECIAL FEE PAID:
\$ _____

35.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Handwritten Signature]



A 175626

PAMA ENTERPRISES, INC.

Received for Record September 4th, 1985 At 10:34 A.M. LIBER 34

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

RECORD 5.00
A SUB 141.25
04 1043 9-04A10:34

ARTICLES OF INCORPORATION

FIRST: I, Margaret A. Scanlon, whose post office address is 11 Maryland Avenue, Berlin, Maryland 21811, 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 PAMA ENTERPRISES, INC.

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

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

(1) Engage in real estate, management and development and the hospitality 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.

51128519

001697

FIFTH: The post office address of the principal office of the Corporation is this State is 11 Maryland Avenue, Berlin, Maryland 21811. The name and post office address of the Resident Agent of the Corporation is this State are Margaret A. Scanlon, 11 Maryland Avenue, Berlin, Maryland 21811, 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 is 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: Margaret A. Scanlon

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 18th day of April, 1985, and I acknowledge the same to be my act.

WITNESS:

Norman L. Center
As to MAS

Margaret A. Scanlon
Margaret A. Scanlon

ARTICLES OF INCORPORATION
OF
PAMA ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 22, 1985 AT 11:11 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2714, FOLIO 001695, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00

D1911338

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

David W. Kitchin



A 175448

Received for Record September 4th, 1985 At 10:34 A.M. LIBER 34
SHAMROCK DEVELOPMENT, INC.

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

1985 APR 17 A
RECORD 5.00
SUB 146.25
1044 9-04:10:34

ARTICLES OF INCORPORATION

FIRST: I, Orlando A. Pomanto, whose post office address is 1725 Woodcrest Road, 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 SHAMROCK DEVELOPMENT, 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 purchase, develop, lease, option, own and sell real estate, both improved and unimproved, and to conduct ancillary activities connected with these activities.

(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 James Williams, 106 Planters Lane, Keedysville, Maryland 21756. The name and post office address of the Resident Agent of the Corporation in this State is James Williams, 106 Planters Lane, Keedysville, Maryland 21756. 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 200,000 shares of common stock, having a par value of \$1.00, for a total aggregate par value of \$200,000.00.

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 their successors are duly chosen and qualified is James Williams.

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.

51078240

(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 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 15th day of April, 1985, and I acknowledge the same to be my act.

WITNESS:

Carolyn J. Spigler

Orlando A. Pomanto (SEAL)
Orlando A. Pomanto

ARTICLES OF INCORPORATION
OF
SHAMROCK DEVELOPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 17, 1985 AT 10:37 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2714, FOLIO 001407, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 40 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00
D1910892

TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

[Handwritten Signature]



A 175404

OF

MISSIONARIES TO ASIA, INC

Received for Record September 4th, 1985 At 10:34 A.M. LIBER 34

FIRST: I, Billy D. Taylor, whose post office address is 645 Oak Hill Avenue, Hagerstown, Md. 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 MISSIONARIES TO ASIA, 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 Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), and more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trusts for such objects and purposes or any of them, any property, real personal or mixed, without limitations 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 limitations, 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 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 any individual.

1985 APR - 3 P 9 43

51073238

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 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 in 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 and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are as follows:

To support non-denominational Christian missionaries in Asia, to provide food, clothing, children's toys, Bible literature, Christian educational material and other religious and charitable material to the peoples of Asia.

To license and direct non-denominational Christian missionaries, teachers and workers.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is :645 Oak Hill Avenue, Hagerstown, Md. 21740.
✓ The name and post address of the Resident Agent of the Corporation in this State are: James F. Mueller, Route 2, Box 18, Boonsboro, Md. 21713.

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 five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three(3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

James F. Mueller
Route #2, Box 18
Boonsboro, Md. 21713

Marlin W. Mauk
207 Young Ave.
Boonsboro, Md. 21713

Frank J. James
P. O. Box 434
Harpers Ferry, W. Va. 25425

Robert E. Wiles
Box 143, Route #3
Hagerstown, Md. 21740

Benjamin N. Hardy
102 Beauregard Blvd.
Charles Town, W. Va. 25414

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" means corporation, 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 then intended that the organizations 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, 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 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 and 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of March, 1985,

WITNESS my hand and seal.

Witness:

Gloria S. Moore

Billy D. Taylor
Billy D. Taylor

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 11th day of March, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Billy D. Taylor 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:
7/1/86

ARTICLES OF INCORPORATION
OF
MISSIONARIES TO ASIA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND APRIL 17, 1985 AT 02:19 P. O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2714, FOLIO 000574, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00

D1909530

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

David W. Fisher



A 175326

002299

Received for Record September 4th, 1985 At 10:35 A.M. LIBER 34
ANTIETAM METALS, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

1985 APR 18 A 11:53

FIRST: I, Kenneth D. Kline, Jr., whose post office address is 3807 Pleasant View Drive, 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 ANTIETAM METALS, 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 purpose for which the Corporation is formed are:

(1) Manufacture, assembly and sale of metal products for construction and other purposes.

(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 3807 Pleasant View Drive, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Kenneth D. Kline, Jr., 3807 Pleasant View Drive, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

RECORD 5.00
156.25
04 1046 9-04A10:3

51038459

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 Dollar (\$1.00), 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).

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 three (3) directors, whose names are Kenneth D. Kline, Jr., Barbara A. Kline and William C. Wantz.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of April, 1985, and I acknowledge the same to be my act.

WITNESS:




Kenneth D. Kline, Jr.

ARTICLES OF INCORPORATION
OF
ANTIETAM METALS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 18, 1985 AT 11:53 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2713, FOLIO 3 002298, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00

D1908664

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

R. W. Fisher



A 175168

L. ARDINGER CONTRACTING, INC.

Received for Record September 4th, 1985 At 10:35 A.M. LIBER 34

(A close Corporation under Title 4, Section 4-101 et seq., Corporation and Associations Article, Annotated Code of Public General Laws of Maryland)

ARTICLES OF INCORPORATION

FIRST: The undersigned, Lynn F. Meyers, whose post office address is 81 West Washington Street, 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 L. Ardinger Contracting, Inc.

THIRD: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

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

(1) To make estimates for itself and for others and to bid upon, enter into, and carry out contracts for painting, plumbing, roofing, landscaping and general constructing, repair and refurbishing of residential and commercial properties.

(2) To buy, sell, and deal in building materials and all kinds of materials for masons, carpenters, builders, electricians and contractors; to acquire, use, employ, sell and deal in all suitable contrivances, equipment and facilities for prosecuting its business.

(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.

RECORD 5.00
A SUB 161.25
147 9-04-10:35

51123170

(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.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 153A, Fairplay, Maryland. The name and post office address of the Resident Agent of the Corporation in Maryland is Larry R. Ardinger, Route 1, Box 153A, Fairplay, Maryland. Said Resident Agent is a citizen of Maryland actually residing in Maryland. ✓

SIXTH: 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 Ten (\$10.00) Dollars per share and having an aggregate par value of One Hundred Thousand (\$100,000.00) Dollars.

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

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

Larry R. Ardinger
Audrey J. Ardinger

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

(a) 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 as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.

(b) 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 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 any 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; provided further that the requirements for ratification established pursuant to the Corporations and Associations Article, Section 2-419(b), Annotated Code of Maryland as same may be amended from time to time, are met.

(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 the businesses 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 such surplus or net profits.

(d) 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 stock shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of 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 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 shall fix; and any shares of its stock 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.

NINTH: 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 Directors may determine, subject to the provisions of law. In the 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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this day of April, A.D., 1985.

Witness:

Nancy C. Bayler

Lynn F. Meyers

ARTICLES OF INCORPORATION
OF
L. ARDINGER CONTRACTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND APRIL 22, 1985 AT 09:39 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2713, FOLIO 001497, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00
D1907278

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



David W. Fisher
A 175026

MT. AETNA BODY WORKS, INC.

RECORD 5.00
B 4742CHCK 5.00
01935 10-18 A9:40

ARTICLES OF REVIVAL

First: The name of the corporation at the time the charter was forfeited was Mt. Aetna Body Works, Inc.

Second: The name which the corporation will use after revival is Mt. Aetna Body Works, Inc.

Third: The name and address of the resident agent is Edward Perkins, Locust Grove Road, Route 1, Box 362, Rohrsersville, MD 21779.

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

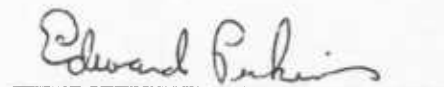
Fifth: At or prior to the filing of these Articles of Revival, the corporation has:

- (a) Paid all fees required by law;
- (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited;
- (c) Paid all state and local taxes, except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

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


Thomas Lovins

Last Acting President


Edward Perkins

Last Acting Secretary

51378064
51378065

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Thomas W Lovins ^{LAST ACTING} PRESIDENT of Mt Acton Body Work Inc
(insert name and title) (insert name of corporation)

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



(PRINT NAME BENEATH SIGNATURE)

Thomas W Lovins

I hereby certify that on May 16 1985 before me, the
(insert date)

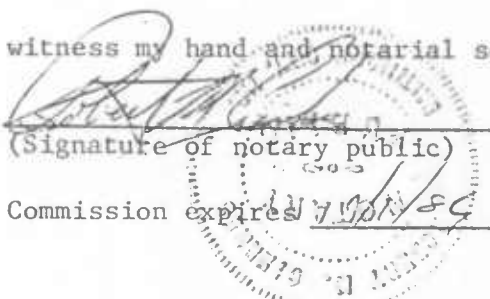
subscriber, a notary public of the State of Maryland, in and for

City of Baltimore personally appeared
(insert name or county for which notary is appointed)

Thomas W Lovins and made oath under the penalties of
(insert name of person swearing)

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

As witness my hand and notarial seal


(Signature of notary public)My Commission expires 7/1/89

ARTICLES OF REVIVAL
OF
MT. AETNA BODY WORKS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 16, 1985 AT 11:45 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2719, FOLIO 002999, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ _____

RECORDING FEE PAID:
\$ 20.00
500

SPECIAL FEE PAID:
\$ 30.00

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Quinn



A 176905

MINUTES OF SPECIAL MEETING
OF
BOARD OF DIRECTORS
OF
MARJO, INC.

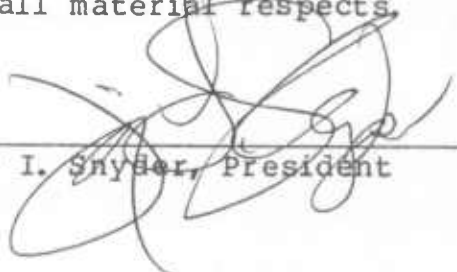
RECORD .50
RECORD .75
E 4745CHCK 1.25
01985 10-18 A9:41
VOID
RECORD .50
RECORD .75
E 4745CHCK 1.25
01985 10-18 A9:43

The Board of Directors of MarJo, Inc., a corporation organized in the State of Maryland on May 9, 1985, duly approved resolutions as follows:

RESOLVED, that the principal office of the Corporation is changed to 28 Jonathan Street, Hagerstown, Maryland 21740, and it is further

RESOLVED, that the resident agent is changed to George E. Snyder, Jr., 28 Jonathan Street, Hagerstown, Maryland 21740.

I, Joy I. Snyder, President, certify under the penalties of perjury that to the best of my knowledge, information and belief the foregoing resolutions are true in all material respects.


Joy I. Snyder, President

Dated: 05-23-, 1985.

Recd June 7, 1985

@ 8:30 AM

51588008

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT
AND AGENT'S ADDRESS

889

OF
MARJO, INC.

received for record June 7, 1985

and recorded on Film No. 272 2

, at 8:30
002571
Frame No.

A. M.

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 71

AA N^o 22058

Special Fee Paid	\$5.00	.50
Recording Fee Paid	\$3.00	.75
Total	<u>\$8.00</u>	1.25

Return to: Snyder and Elgin
28 Jonathan Street
Hagerstown, Maryland 21740

rc

RESOLUTION

FROM SPECIAL MEETING OF BOARD OF DIRECTORS

HOMES BY PHILLIPS, INC.

RECORD .50
RECORD .75
B 4746CHCK 1.25
01985 10-18 A9:44

A Special Meeting of the Board of Directors of the above named Corporation was held at the offices of the Corporation at Route 1, Box 490, Clear Spring, Maryland 21722 at 12:00 Noon on Wednesday, May 1, 1985 with the following Directors present:

Harold L. Phillips
Kay Phillips

The following Resolution at said meeting was passed:

RESOLVED, that a change of address of the Principal Office be filed with the State Department of Assessments and Taxation of Maryland as follows: The Corporation office shall be at Route 3, Box 162A, Clear Spring, Maryland 21722 as of May 1, 1985.

THIS WILL CERTIFY that the foregoing is a true copy of the Resolution of the above-named Corporation duly adopted at a special meeting duly called and held as above stated.

Kay A. Phillips
Secretary

1986 MAY 31 A 10 12

Dated: May 1, 1985

51518015

OF

HOMES BY PHILLIPS, INC.

received for record May 31, 1985

, at 10:12 A. M.

and recorded on Film No. 2721

Frame No. 003679 of

the charter records of the State Department of Assessments and Taxation of Maryland.

To the clerk of the Circuit

court of Washington County 71

AA N^o 22032Special Fee Paid
Recording Fee Paid

\$5.00

\$3.00

Total

\$8.00

.50

75

1.25

Return to: Meyers & Young
81 West Washington Street
Hagerstown, Maryland 21740

rc

HAGERSTOWN KAR KARE RUST PROTECTION, INC.

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

RECORD 5.00
B 4747CHCK 5.00
01985 10-18 09:44

ARTICLES OF INCORPORATION

FIRST: We, ADRIAN L. KNIPPENBERG, ALICE M. KNIPPENBERG and EMMA J. ROBINSON, whose post office address is 1732 Dogwood Drive, 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 called the "Corporation") is:

HAGERSTOWN KAR KARE RUST PROTECTION, 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 perform rust proofing services upon automobiles, trucks, other vehicles, as well as to any other equipment which would be appropriate for such service; to perform vehicular repair, inspection, legal or regulatory certifications as permitted by law; to perform vehicular body repairs and refurbishing; and in all other respects to perform any services, purchase supplies and equipment and distribute any materials, supplies and equipment, any of which said services, sales and purchases as may be required purposes; 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 400 Mechanic Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Adrian L. Knippenberg, 1732 Dogwood Drive, Frederick Maryland 21701. Said Resident Agent is an individual actually residing in this State.

51578221
51578222

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Three Thousand (3,000) shares of common stock, without par value.

SEVENTH: The Corporation elects to have no Board of Directors in accordance with Section 4-302 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time. Until the election to have no Board of Directors becomes effective, which shall not be later than the Organization Meeting of the Directors, and the issuance of at least one share of stock, the Corporation, in accordance with Section 4-302 of the Maryland Code, there shall be three (3) Directors, whose names are Andrian Knippenberg, Alice M. Knippenberg and Emma J. Robinson.

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.

WITNESS:

Adrian Knippenberg

Alice M. Knippenberg


Emma J. Robinson

Cornelia R. Hines
Notary Public

My Commission Expires: 7-1-86

ARTICLES OF INCORPORATION
OF
HAGERSTOWN KAR KARE RUST PROTECTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
JUNE 06, 1985 10:15 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2724, FOLIO 003191, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ 5.00

D1939115

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Auburn



A 178636

RECEIVED FOR RECORD ON OCTOBER 18, 1985 at 9:45 A.M.
CORPORATION LIBER 34

ENGRAVING TECTONICS CORPORATION
ARTICLES OF INCORPORATION

1985 JUN 10
RECORD 5.00
1743CHCK 5.00
01985 10-18 A9:45

PK
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 Engraving Tectonics Corporation.

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

(1) To engage in the business of engraving and light manufacture of signs, nameplates and related products; 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 416 Salem Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Linda Kay Weaver, 416 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) shares of common stock, without par value.

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, 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 (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:

Linda Kay Weaver

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

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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.

4th IN WITNESS WHEREOF, I have signed these Articles of Incorporation this day of June, 1985, and I acknowledge the same to be my voluntary act and deed.

Annette J. Felton
Witness

Ry. Schlossberg (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
ENGRAVING TECTONICS CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
JUNE 10, 1985 10:36 A.

OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED. 3

RECORDED IN LIBER 2724, FOLIO 003016 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20
5.00

SPECIAL FEE PAID:
\$

D1938828

WASHINGTON COUNTY
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Quinn



A 178607

ARTICLES OF AMENDMENT

OF

ROCK 'N SPRING CORPORATION

RECORD 5.00
6 4749CHCK 5.00
01985 10-18 A9:4

Pursuant to Sections 2-604 and 2-607, the Articles of Incorporation of ROCK 'N SPRING CORPORATION, a Maryland corporation organized and existing under the Laws of the State of Maryland (the "Corporation"), are hereby amended as follows:

FIRST: These Articles of Amendment were advised to be effected by the Board of Directors and the Stockholders of the Corporation by a Joint Consent and Resolution dated may 1, 1985 (the "Resolution").

SECOND: (a) Immediately before this amendment, the structure of the capital stock of the Corporation is as follows:

	<u>Total Number of Authorized Shares</u>	<u>Par Value</u>
Common	3,500	Without par
Preferred*	5,583	Without par

*\$1.40 per share divided non-cumulative preferred.

(b) Immediately after this amendment, the structure of the capital stock of the Corporation shall be as follows:

	<u>Total Number of Authorized Shares</u>	<u>Par Value</u>
Common	4,000	Without par

THIRD: The Articles of Incorporation of the Corporation are hereby amended by striking, cancelling and annulling Article FIFTH thereof and substituting in place thereof the following:

"FIFTH: (a) The total number of shares of stock which the Corporation has authority to issue is Four Thousand (4,000) shares of Common Stock without nominal or par value.

(b) The following is a description of the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications and terms and conditions of redemption of the Common Stock of the Corporation:

(1) The Common Stock shall not be subject to classification or reclassification by the Board of Directors, and shall have the rights and terms hereinafter specified.

(2) Each share of Common Stock shall have one vote and the exclusive voting power for all purposes shall be vested in the holders of the common stock.

(3) Subject to the provisions of law dividends may be paid on the Common Stock of the Corporation at such time and in such amounts as the Board of Directors may deem advisable.

(4) In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Stock shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation, to share ratably in the remaining net assets of the Corporation."

FOURTH: In all other respects, the Articles of Incorporation of the Corporation remain in full force and effect.

FIFTH: This Amendment shall become effective upon acceptance of these Articles of Amendment for record by the Maryland State Department of Assessments and Taxation.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed on its behalf by its President and witnessed by its Secretary on may 1, 1985.

ATTEST:

ROCK 'N SPRING CORPORATION
(A Maryland Corporation)

Judy M. Stuck
Secretary

By J. R. D. King
President

The undersigned, the President of Rock 'n Spring Corporation who executed on behalf of the Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects, under and penalties of perjury.

J. R. D. King
President

ARTICLES OF AMENDMENT
OF
ROCK 'n SPRING CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 13, 1985 AT 9:12 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2725, FOLIO 000024 THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ <u>20.00</u> <u>5.11</u>	\$ _____

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Anderson



A 178550

000422

ARTICLES OF INCORPORATION

OF

GORBY AIR, INC.

RECORD
8 4750CHCK
01985 10-18
5.1
5.0
A99

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Richard F. McGrory, whose post office address is 100 West Washington Street, Hagerstown, Maryland 21740, 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, by the execution, acknowledgment and filing of these Articles intend to form a corporation.

SECOND: That the name of the corporation, which is herein-after called the "Corporation", is:

GORBY AIR, INC.

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

A. To engage in, conduct and carry on the business of buying, selling, leasing, chartering, maintaining and repairing aircraft, either glider, mechanically powered or a combination of both glide and power, to corporations, partnerships, joint ventures, sole proprietorships, individuals and to members of the general public for use in charter and hire and at the sole option of the corporation to supply all services, goods and merchandise in connection with the same.

B. To purchase, lease or otherwise acquire real property, machinery, aircraft equipment, tools, motor vehicles, and other personal property and to own, hold, lease, sell and convey, exchange, encumber by mortgage or deed of trust, or otherwise deal in, utilize or dispose of such property, real and personal, as well as any rights, interests, leases, equities, mortgages, and options in, upon or affecting any such property, and also to acquire, improve, construct, build, own, operate and maintain, lease and sell structures and improvements that may or will be used to assist, aid and benefit the aforementioned aircrafts.

C. To purchase, lease or otherwise acquire, all or any part of the property (real and/or personal), rights, businesses, contracts, good-will, franchises, licenses and assets of every kind, of any corporation, partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part 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

51588189

property, rights, liabilities thereof, and to pay for any such property, rights, business, contracts, good-will, franchises or assets by the issue, in accordance with the Laws of Maryland, of stocks, bonds, or other securities of the Corporation or otherwise.

D. 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 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.

E. 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.

F. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any 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.

G. 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 powers, rights and privileges.

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. 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 place at which the principal office of the Corporation in this State will be located is 315 Mockingbird Lane, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is William G. Gorby, whose post office address is 315 Mockingbird Lane, Hagerstown, Maryland, Washington County, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have three Directors. They shall act as such until the first annual meeting or until their successors are duly chosen and qualified. The number of Directors may be changed in such lawful manner as the By-Laws may from time to time provide but shall never be less than three. The Directors are William G. Gorby, Dana Gorby and Joseph R. Wilson.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of common stock of the par value of One Hundred Dollars (\$100.00) each, having an aggregate par value of One Thousand Dollars (\$100,000.00). Each share of Common Stock shall be entitled to one vote.

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

C. The Board of Directors 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.

D. 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 discretions use and apply any of such surplus or net profits in purchasing or acquiring any of its bonds or net profits in purchasing or acquiring 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.

EIGHTH: No contract or other transaction between the Corporation and any other corporation or corporations, and no act of this Corporation, shall be deemed to be affected or invalidated by the fact that any one or more or all of the Directors or Officers of this Corporation is or are interested in or is or are directors or officers of such other corporation or corporations; and any director or officer, or directors or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act

or transaction of this Corporation with any person or persons, firm or corporation shall be affected or invalidated by the fact that any director or officer, or directors or officers, of this Corporation is or are a party or parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm or corporation, and each and every person who may become a director or officer of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

NINTH: The duration of the Corporation shall be perpetual

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 23rd day of May, 1985.

WITNESS:

Carolyn D. Spigler Richard F. McGrory
Richard F. McGrory

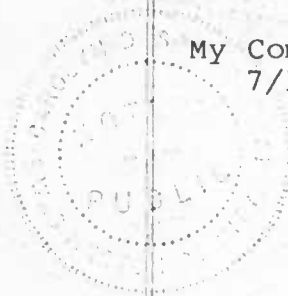
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 23rd day of May, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard F. McGrory, and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my Hand and Official Notarial Seal.

Carolyn D. Spigler
Notary Public

My Commission Expires:
7/1/86



ARTICLES OF INCORPORATION
OF
GOREY AIR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 07.1985 AT 10:23 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2724, FOLIO 000421 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$

D1937564

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Adams



A 178436

ARTICLES OF INCORPORATION

OF

ROBLASKI ENTERPRISES, INC.

RECORD 5.00
B 4751CHCK 5.00
01985 10-18 A9:46

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Ronald R. Roblaski, whose post office address is 297 Haugh Road, Pittsburgh, Pennsylvania 15237, and Jeffrey Yingling, whose post office address is Route 10, Box 55A, 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 Roblaski Enterprises, Inc.

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

Locating sites, installation and supplies and maintenance of vending machines.

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.

51578061

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

The 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 Route 10, Box 55A, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Jeffrey Yingling, Route 10, Box 55A, 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 no par value.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than two (2); and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Ronald R. Roblaski and Sally Jo Roblaski.

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 28th day of May, 1985.

WITNESS:

Anna M. Myers

Ronald R. Roblaski
Ronald R. Roblaski

Anna M. Myers

Jeffrey Yingling
Jeffrey Yingling

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

I HEREBY CERTIFY, that on this 27th day of May, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ronald R. Roblaski, and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Lori J. Thomas
Notary Public

My Commission Expires:
July 1, 1986

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

I HEREBY CERTIFY, that on this 28th day of May, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jeffrey Yingling, and acknowledged the execution of the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Lori J. Thomas
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
ROBLASKI ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 06, 1985 AT 09:30 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2723, FOLIO 002599, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00

D1936103

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Adams



A 178336

RECEIVED FOR RECORD ON OCTOBER 18, 1985 at 9:46 A.M. CORPORATION LIBER 34

001443

ARTICLES OF AMENDMENT
OF
REALTY MORTGAGE INVESTMENT CORPORATION

RECORD 5.00
2 4752CHCK 5.00
01985 10-18 A9:46

Realty Mortgage Investment Corporation, a Maryland corporation, having its principal office in Hagerstown, 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 to change Section Two and inserting in lieu thereof the following:

SECTION TWO:

The name of the Corporation shall be "Wes-Mar Realty Mortgage, Inc."

The Board of Directors of the Corporation at a special meeting duly convened and held on February 1, 1985 adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Directors and the Stockholders of the Corporation approved said Amendment by unanimous written consent.

IN WITNESS WHEREOF, Realty Mortgage Investment 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 5th day of FEBRUARY, 1985.

ATTEST:

REALTY MORTGAGE
INVESTMENT CORPORATION

By Thomas J. Mac Bride
President

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

I HEREBY CERTIFY, that on this 5th day of February, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Thomas J. Mac Bride, President of Realty Mortgage Investment Corporation, a Maryland corporation and in the name and on behalf of said

51578062

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.

Carolyn D. Spigler
Notary Public

My Commission Expires:

7/1/86

ARTICLES OF AMENDMENT

OF

REALTY MORTGAGE INVESTMENT CORPORATION

Changing its name to

WES-MAR REALTY MORTGAGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 10, 1985

AT 9:59

O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2723, FOLIO 001442 OF THE RECORDS OF THE STATE

DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ _____

RECORDING FEE PAID:

\$20.00
5.00

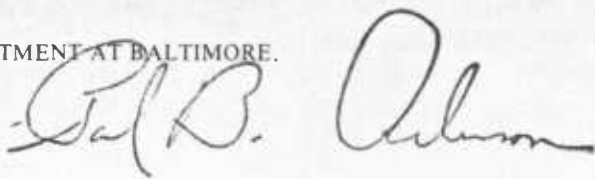
SPECIAL FEE PAID:

\$ _____

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 DEPARTMENT AT BALTIMORE.


_____

A 178287

001438

RECORD 5.00
B 4753CHCK 5.00
01985 10-18 AS:47ARTICLES OF AMENDMENT
RINGGOLD CHURCH OF CHRIST

The Ringgold Church of Christ, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the "Church Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Church Corporation is hereby amended by adding and inserting Article 5 as follows:

(a) Said Church Corporation is organized exclusively for charitable, religious and educational 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 provisions of any future United States Internal Revenue Law).

(b) No part of the net earnings of the Church Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the Church 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 (a) above.

No substantial part of the activities of the Church Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Church 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 provisions of these Articles, the Church Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

(c) Upon dissolution of the Church Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Church Corporation, dispose of all of the assets of the Church Corporation exclusively for the purposes of the Church Corporation in such manner, or to such organization organized and operated exclusively for charitable, educational or religious purposes as at the time shall qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Trustees 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 Church Corporation is then located, exclusively for such purposes or to such organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

51588191

SECOND: The Board of Trustees of the Church Corporation, at a special meeting duly convened and held on MAY 2, 1985, adopted a Resolution in which was set forth the foregoing Amendment to the Charter, and that the Board of Trustees of the Church Corporation approved said Amendment by unanimous written consent.

THIRD: Notice setting forth the said amendment of charter and stating that a purpose of the meeting of the Church Corporation's members above the age of eighteen (18) years would be to take action thereon, was given as required by law, to all said members of the Church Corporation entitled to vote thereon. The amendment of the charter of the Church Corporation as hereinabove set forth was approved by the said members of the Church 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 Church Corporation as hereinabove set forth has been duly advised by the Trustees and approved by all persons above eighteen (18) years of age belonging to such Church Corporation.

IN WITNESS WHEREOF, the Ringgold Church of Christ has caused these presents to be signed in its name and on its behalf by its Trustees and its corporate seal to be hereunto affixed and attested by its Secretary on MAY 2, 1985.

ATTEST:

RINGGOLD CHURCH OF CHRIST

By Edward Knepper
Edward Knepper

By John Miller
John Miller

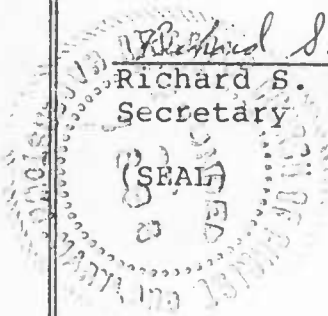
By Charles H. Huff
Charles H. Huff

By David Herbst
David Herbst

By David Ridenour
David Ridenour

By Richard N. Newcomer
Richard N. Newcomer

Trustees of Ringgold Church
of Christ



Richard S. Newcomer
Richard S. Newcomer,
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

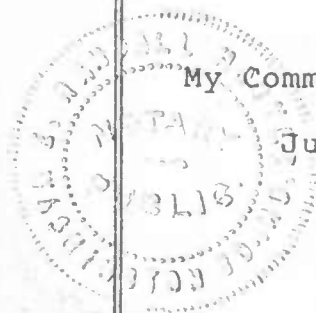
I HEREBY CERTIFY that on this ✓ND day of MAY, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edward Knepper, John Miller, Charles H. Huff, David Herbst, David Ridenour and Richard N. Newcomer, Trustees of the Ringgold Church of Christ, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true to the best of their knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Randall Horner
Notary Public

My Commission Expires:

July 1, 1986



ARTICLES OF AMENDMENT
OF
THE RINGGOLD CHURCH OF CHRIST

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 7, 1985 AT 10:24 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2723, FOLIO 001437 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: RECORDING FEE PAID: SPECIAL FEE PAID:
\$ _____ \$ 20.00 \$ _____

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Anderson



A 178286

SIE, INC.

ARTICLES OF VOLUNTARY DISSOLUTION

RECORD 5.00
B 4754CHCK 5.00
01985 10-18 A9:47

SIE, INC., a Maryland close corporation, having its principal office in Roswell, Georgia, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 100 West Washington Street, 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 is William P. Nairn, 100 West Washington Street, Hagerstown, Maryland 21740.

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

William P. Nairn, 100 West Washington Street,
Hagerstown, Maryland.

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

President, Jerry W. Leonard, P. O. Box 1871,
Roswell, GA 30077.

Secretary, Donald J. O'Brien, 1187 Fielding
Drive, West Chester, PA 19380.

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

51628065

51628066

-2-

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, SIE, 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 15 day of January, 1985 and its President acknowledged that these Articles of Voluntary Dissolution are the act and deed of SIE, 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.

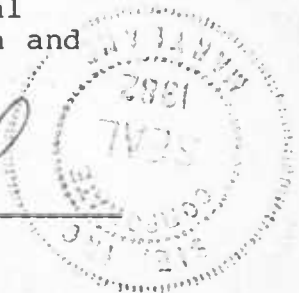
ATTEST:

Donald D. Brune Jr.
Secretary

SIE, INC.

BY [Signature]

President



AFFIDAVIT

001703

State of ~~Pennsylvania~~ ^{Maryland}, County of ^{Washington} to-wit:

The undersigned, a Notary of Public in and for the State and County aforesaid, hereby certifies that DONALD J. O'BRIEN personally appeared before me and made oath in due form of law that he is the Secretary/Treasurer of SIE, Inc. To the best of his knowledge that Corporation owned no tangible personal property located in the State of Maryland as of January 1, 1985.

Donald J. O'Brien Jr.
Donald J. O'Brien
Secretary/Treasurer
SIE, Inc.



Carolyn D. Spigler
Notary

My Commission Expires: 7/1/86

923
001704



STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
STATE TREASURY BUILDING
P.O. BOX 466 PHONE (301)-269-3814
ANNAPOLIS, MARYLAND 21404

LOUIS L. GOLDSTEIN
COMPTROLLER

J. BASIL WISNER
CHIEF DEPUTY

GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, C.P.A.
DIRECTOR

Dear Sir/Madam:

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

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

SIE INC.

have been paid.

WITNESS my hand and official seal this

7th day of JUNE A.D. 1985.


Patricia A. Mekeal
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

ARTICLES OF DISSOLUTION
OF
SIE, INC.

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 34 920 FOLIO

LAND VAUGHN L. BAKER, CLERK

RECORDED AT 11:00 A.M.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 11, 1985 AT 9:34 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2724, FOLIO 001700 OF THE 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

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE

Paul B. Quinn



A 178275

RECEIVED FOR RECORD ON OCTOBER 18, 1985 at
9:47 A.M. CORPORATION LIBER 34

RECORD 5.00
B 4755CHCK 5.00
01985 10-18 29:47

CEDAR HILLS HOMES ASSOCIATION, INC.

Cedar Hills Homes Association, Inc., a Maryland corporation having its principal office in 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 Cedar Hills Homes Association, Inc..

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be Cedar Hills Home Association, 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 Route 10, Box 29W, Hagerstown, Maryland 21740, and said principal office is located in 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 are Malcolm D. Davis, Route 10, Box 28B, 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 could have been required to be filed by the Corporation if its Charter had not been forfeited; and

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

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 9th day of May, 1985.

ATTEST:

CEDAR HILLS HOMES
ASSOCIATION, INC.

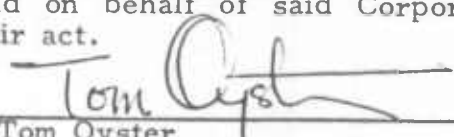
Joyce E. Crouse
Joyce Crouse
Last Acting Secretary

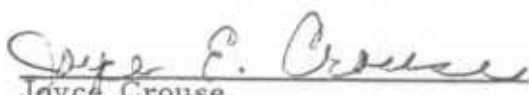
Tom Oyster (SEAL)
Tom Oyster
Last Acting President

51658310

The undersigned, the last acting President and Secretary of Cedar Hills Home Association, Inc., who executed on behalf of said Corporation the foregoing Articles of Revival of which this certificate is made a part, hereby acknowledge, in the name and on behalf of said Corporation, the foregoing Articles of Revival to be their act.

DATED: 13 June 1985


Tom Oyster
Last Acting President


Joyce Crouse
Last Acting Secretary

AFFIDAVIT

I, Malcolm D. Davis, President of Cedar Hills Homes Association, Inc., hereby declare that the previously mentioned corporation has paid all State and local taxes, except taxes due 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.

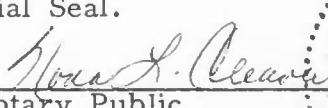

Malcolm D. Davis

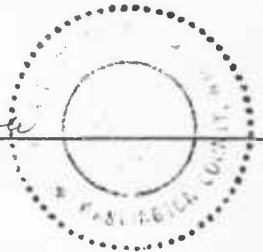
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That before me, a Notary in and for the State and County aforesaid, personally appeared Malcolm D. Davis, who did acknowledge and certify, under the penalties of perjury, that the contents of the foregoing Affidavit are true and correct to the best of his knowledge, information and belief.

Witness my hand and Official Notarial Seal.

MY COMMISSION EXPIRES:
July 1, 1986


Notary Public



ARTICLES OF REVIVAL
OF
CEDAR HILLS HOMES ASSOCIATION, INC.

Changing its name to
CEDAR HILLS HOME ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 14, 1985 AT 11:22 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

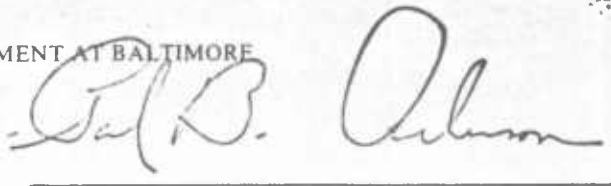
RECORDED IN LIBER 2724, FOLIO 001675 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ <u>20.00</u>	\$ <u>10.00</u>

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE





A 178269

ARTICLES OF AMENDMENT AND RESTATEMENT
OF

RECORD 7.50
B 4756CHCK 7.50
01985 10-18 09:48

THE FAMILY SERVICE AGENCY/BIG SISTERS, OF
WASHINGTON COUNTY, MARYLAND, INC.

THE FAMILY SERVICE AGENCY/BIG SISTERS, OF WASHINGTON COUNTY, MARYLAND, INC., a Maryland Corporation, having its principal office at 138 East Antietam Street, Hagerstown, Maryland, (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments & Taxation of Maryland (the "Department") that:

FIRST: The Corporation desires to amend and restate its Charter as currently in effect, as hereinafter provided. The provisions set forth in these Articles of Amendment and Restatement are all the provisions of the Charter of the Corporation as currently in effect.

SECOND: The Charter of the Corporation is hereby amended by striking in their entirety Articles FIRST through SEVENTH and substituting in lieu thereof the following:

FIRST: That we, the subscribers, Frank P. McGraw, whose post office address is 901 Pope Avenue, Hagerstown, Maryland; Yale Hanks, whose post office address is 121 Greenmount Avenue, Hagerstown, Maryland; and Evan Crossley, whose post office address is 130 West Washington Street, Hagerstown, Maryland, all being at least 21 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

51548167

a Corporation by the execution and filing of these Articles.

SECOND: The name of the Corporation is:

FAMILY SERVICES OF WASHINGTON COUNTY, 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 Section 501(c)(3) of the Internal Revenue Code of 1954 for 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 of any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by 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 Amendment and Restatement, 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 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 provision of any future United States Internal Revenue Law, or, (b) by a corporation, contribution 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 and charitable purposes for which the Corporation is organized, as qualified and limited by subparagraphs (a) and (b) of this Article THIRD are the following:

(1) To provide skilled professional case work services in Washington Couty, Maryland to families threatened with family

breakdown and for whom no other similar facilities are available in the community.

(2) To provide skilled professional case work services so that families may better understand and learn to deal adequately with their own problems.

(3) The services will be available to all segments of the population of Washington County, Maryland, no matter what may be a family's race, creed or economic status. No part of the net earnings of the Corporation is to inure to the benefit of any member, shareholder or other individual.

(4) To raise money for the Corporation by means deemed appropriate by its Board of Directors.

(5) This Corporation shall have all the general powers conferred upon corporations of this class by law.

FOURTH: The post office address of the principal office of the Corporation in this State is Suite 300, 201 South Cleveland Avenue, Hagerstown, Maryland. The Resident Agent of the Corporation is Roger A. Ruddick, whose post office address is the same. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The Board of Directors may choose the first members of the Corporation in accordance with the By-Laws. The members may resign or be removed, vacancies may be filled and

additional members may be elected as provided in the By-Laws.

SIXTH: The Corporation shall have a maximum of twenty-four (24) directors and the following: Victor R. Martin, Miss Helen Steck, Dr. D. Crosby Greene, Yale C. Hanks, Judge Irvine Rutledge, Mrs. Richard Grumbacher, Paul Fietz, Allen Hedgecock, William R. Zuercher, Mrs. Edward Vail, Mrs. Andrew Coffman, Rev. D. M. McGrath, Mrs. Ralph Donnelly, Mrs. L. Edwin Lantz, Frank P. McGraw, Rabbi Harold Miller, Rev. G. Bartow Harris, and Evan Crossley shall act as such until the first annual meeting or until their successors are duly chosen and qualify. The number of directors of the Corporation may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3).

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 Amendment and Restatement nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Amendment and Restatement,

(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 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, 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 "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.

THIRD: By action of a majority of the Board of Directors and by a majority of the members of the Corporation, pursuant to and in accordance with the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation and the membership approved the foregoing Amendments to the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, Family Services of Washington County, 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 this 13th day of March, 1985, and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of Family Services of Washington County, 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:

FAMILY SERVICES OF WASHINGTON COUNTY,
INC.

By: *Sherry Kellick*
Secretary

By: *Susan R. Davis*
President



ARTICLES OF AMENDMENT AND RESTATEMENT

OF

THE FAMILY SERVICE AGENCY/BIG SISTERS, OF
WASHINGTON COUNTY, MARYLAND, INC.

Changing its name to

FAMILY SERVICES OF WASHINGTON COUNTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 3, 1985

AT 10:05

O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2724, FOLIO 001504 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ _____

RECORDING FEE PAID:

\$ 30.00

SPECIAL FEE PAID:

\$ _____

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Quinn



A 178240

940

STEPHENS EXCAVATING, INCORPORATED

ARTICLES OF AMENDMENT

001381

RECORD 5.00
B 4757CHCK 5.00
01985 10-18 09:48

Stephens Excavating, Incorporated, a Maryland Corporation, having its principal office at 5 Beckley Road, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended to remove the statement of election to be a close corporation and from and after the date of acceptance of these Articles of Amendment by the Department, Article 3 of the Charter is hereby deleted in its entirety.

SECOND: The Charter of the Corporation is hereby amended by striking Article 7 and by substituting in lieu thereof the following:

The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Coporation, but shall never be less than two (2); and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Lauren L. Stephens and Shirley M. Stephens.

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

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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, Stephens Excavating, Incorporated has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 23rd day of May, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of Stephens Excavating, Incorporated, and under 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 his knowledge, information and belief.

ATTEST:

STEPHENS EXCAVATING, INCORPORATED

Shirley M. Stephens
Shirley M. Stephens
Secretary

BY: Lauren L. Stephens
Lauren L. Stephens
President

CORPORATE SEAL:

ARTICLES OF AMENDMENT
OF
STEPHENS EXCAVATING, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 7, 1985 AT 10:14 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2723, FOLIO 001380, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ _____
RECORDING FEE PAID: \$ 20.00
SPECIAL FEE PAID: \$ _____

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE

G. B. Carlson



A 178225

RECEIVED FOR RECORD ON OCTOBER 18, 1985 at 9:49 A.M.
CORPORATION LIBER 34

001074

DONNA KAYE PERSONNEL, INC.
ARTICLES OF INCORPORATION

RECORD
\$ 4758CHCK
01985 10-18 49:44

428
FIRST: I, DONNA J. GRAYBILL, whose post office address is 239 South Potomac 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 DONNA KAYE PERSONNEL, INC.

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

(1) Personnel and employee placement as well as consulting concerning permanent and temporary service placement.

(2) Full service employment agency as well as service of Employer accounts.

FOURTH: The post office address of the principal office of the Corporation in this State is 239 South Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Donna J. Graybill, 239 South Potomac 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

51518201

(1,000) 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: Donna J. Graybill, Donald S. Newman, and Edna L. Newman.

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 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 May, 1985, and I acknowledge the same to be my act.

Donna J. Graybill
Donna J. Graybill
Incorporator

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

I HEREBY CERTIFY, that on this 21st day of May, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donna J. Graybill, and acknowledged the foregoing Articles of Incorporation to be her act and deed.

WITNESS my hand and Official Notarial Seal.

Joyce L. Kramer
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
DONNA KAYE PERSONNEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

MAY 31, 1985 AT 10:17 A. O'CLOCK M. AS IN CONFORMITY
OF MARYLAND
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2723, FOLIO 001073 IN THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20
5.00

SPECIAL FEE PAID:
\$

D1934835

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Carlson



A 178146

RECEIVED FOR RECORD ON OCTOBER 18, 1985 at
9:49 A.M. CORPORATION LIBER 34

ARTICLES OF INCORPORATION
OF

MANZAR J. SHAFI, M.D., P.A.
(A Professional Corporation)
(A Close Corporation)

RECORD
B 47590CHK
01985 10-18 49

5.
5.
9:4

FIRST: I, Arthur R. Rose, whose post office address is 36 South Charles Street, Suite 600, Baltimore, Maryland 21201-3060, being at least twenty-one (21) years of age, do hereby declare myself as incorporator with the intention of forming a Professional Corporation under and by virtue of the Professional Corporation Act and the general laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter called "Corporation") is: MANZAR J. SHAFI, M.D., P.A.

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 and a Professional Corporation as authorized by Title 5 of the Corporations and Associations Article of the Annotated Code of Maryland.

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

(a) To engage in the practice of Medicine and to perform all procedures attendant to this practice.

(b) To examine, diagnose, and treat physical ailments, illnesses and defects and to provide therapy and to prescribe medications or other aids for patients.

(c) To make, execute and receive contracts, agreements, or assignments for any of the purposes of the Corporation or in any way reasonably related or connected thereto;

(d) To acquire by purchase, lease or otherwise, and to own, hold, develop, improve, mortgage, sell, exchange, let, use and operate in any manner or encumber or dispose of real or leasehold properties or any other type of property, including personal property, necessary or advisable to

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OFFICES OF

MANZAR J. SHAFI, M.D., P.A.

WEISS & SMOUSE, P.A.

36 SOUTH CHARLES STREET

BALTIMORE, MD

21201-3060

accomplish any of the purposes, and to carry on and promote the business or operation referred to in these Articles of Incorporation;

(e) To acquire the whole, or any and all parts or part, of the business, assets and liabilities of any person, firm, partnership, association, or corporation;

(f) To lend or borrow money for any and all of the purposes of the Corporation, and to issue notes or other obligations therefor, and to secure the same by pledge or mortgage of the whole or any part of the property of the Corporation, whether real or personal, in such manner or upon such terms as its Stockholders may determine, subject to the laws of the State of Maryland and the Corporation's Bylaws;

(g) To conduct its operations and activities in the State of Maryland and in any other states in these United States of America and its territories and possessions and in any foreign country, the world over;

(h) And, in general, to carry on any lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interest of the Corporation, or to enhance the value of its property, and to have and to exercise all the rights, powers and privileges which are now or may hereafter be conferred by the laws of the State of Maryland upon Professional Corporations formed under said laws.

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

FIFTH: The post office address of the principal office of the Corporation is 138 East Antietam Street, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation is Charles M. Tatelbaum, 36 South Charles Street, Suite 600, Baltimore, Maryland

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21201-3060; said Resident Agent is a citizen of and actually resides in the State of Maryland.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares of common stock, all of one class with par value of \$.01. The Corporation may issue shares of stock subject to the following terms and conditions:

(a) The Corporation shall not issue any stock to any person who is not duly licensed to practice medicine in the State of Maryland.

(b) No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting another person with authority to exercise the voting power of all or any of his stock.

(c) If any shareholder who has been rendering medical services to the public becomes legally disqualified to practice medicine within the state, or is elected to a public office or accepts employment that, pursuant to existing law, prohibits such shareholder from continuing to render medical services, then such shareholder shall immediately sever all employment with, and financial interest in, this Corporation.

(d) Except as may be permitted by law, no shares of stock of this Corporation shall be sold or transferred except to an individual who is eligible to be a shareholder of the Corporation or to the personal representative or estate of a deceased shareholder.

SEVENTH: The Corporation shall have on Director, Manzar J. Shafi, who shall serve until the organizational meeting of the Directors of the Corporation and the issuance of stock by the Corporation shall have been completed. After such time, the Corporation shall have no Board of Directors, and the business and affairs of the Corporation shall thereupon be managed by the direct action of the shareholders.

EIGHTH: The number of shares, the holders of which shall be present in person or by proxy at any meeting of stockholders in order to constitute a quorum for the transaction of any business, including such business and affairs as would have been conducted by the Directors, but for the election of stockholders to eliminate a Board of Directors (at a meeting of stockholders) shall be a majority of the total number of issued and outstanding shares of the Corporation; and the number of votes or consents of the holders of shares which shall be necessary for the transaction of any business, including such business and affairs as would have been conducted by the Directors, but for the aforesaid election, at a meeting of stockholders, or giving of any consent, shall be a majority of the total number of all the issued and outstanding shares.

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

(a) The stockholders of the Corporation are hereby empowered to authorize the issuance from time to time, of shares of stock in the Corporation, of any class, whether now or hereafter authorized, for such consideration as the stockholders may deem advisable, subject to limitations and restrictions set forth in these Articles of Incorporation and as are imposed on Professional Corporations under the laws of the State of Maryland.

(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 stockholders of this Corporation are pecuniarily or otherwise interested in, or are Directors or officers of such other corporation; any stockholders individually, or any firm of which any stockholders 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 such stockholder or such firm is so interested shall be disclosed or shall have been known to all the stockholders; and any stockholder 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 stockholders of this Corporation, which shall

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authorize any such contract or transaction with like force and effect as if such other corporation were not so interested.

(c) The Corporation reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law, including any amendment changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changed the terms of any of the outstanding stock shall be valid unless such change of terms shall have been authorized by the holders of all such stock at the time outstanding, by a vote at a meeting or in writing with or without a meeting, provided, however, that any amendment shall be in conformity with the Professional Corporation Act of the State of Maryland.

(d) The stockholders 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 or not hereafter authorized, by affixing or altering in any one or more respects, from time to time, before issuance of said shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, such shares.

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

(f) The stockholders shall have the power, subject to any limitations or restrictions herein set forth or imposed by law, to use surplus earnings, accumulated profits or the proceeds of any insurance policies made payable to the Corporation for the purposes of acquiring shares of the Corporation's stock, for the purchase or acquisition of its own capital stock, bonds, and other obligations from time to time as the stockholders may determine; and such capital stock, bonds and other obligations so purchased may, if the stockholders so determine, be held as treasury stock or otherwise and to be disposed of thereafter in such manner as the stockholders shall deem proper.

The above-granted powers to the Corporation and to the stockholders are in furtherance of, and not in limitation of, the general powers conferred by law upon corporations and upon stockholders.

TENTH: 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 (hereinafter referred to as the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(a) With respect to any proceeding against a corporate representative, except a proceeding brought by or on behalf of the Corporation, the Corporation may indemnify the corporate representative against all expenses, including attorneys' fees, actually and reasonably incurred by the corporate representative to the fullest extent permitted by and in accordance with Section 2-418(b) of the said Indemnification Section.

(b) With respect to a proceeding against a corporate representative brought by or on behalf of the Corporation to obtain a judgment or decree in its favor, the Corporation may indemnify the corporate representative against all expenses, including attorneys' fees, actually and reasonably incurred by the corporate representative to the fullest extent permitted by and in accordance with Section 2-418(c) of the said Indemnification Section.

(c) Notwithstanding anything herein to the contrary, the Corporation shall not be under any obligation to indemnify any corporate representative who successfully defends any action brought by or on behalf of the Corporation against such corporate representative and no corporate representative shall have any claim against the Corporation for any expenses, including attorneys' fees, incurred as a result of any action brought against such corporate representative by or on behalf of the Corporation.

Any indemnification of a corporate representative permitted under this Article, shall be in full compliance with the provisions of Section 2-418 of the said Indemnification Section, and the Corporation shall not indemnify such corporate representative unless and until it shall have been determined and authorized in the specific case by the vote of a majority of the Stockholders or of the Board of Directors, with a quorum present consisting of Stockholders or Directors who are not parties to the proceedings at a duly constituted meeting, that indemnification of such corporate representative is proper in the circumstances and that all the standards and criteria of Section 2-418 of the Indemnification Section has been met in full.

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I hereby acknowledge these Articles of Incorporation to be my act this 29th day of May, 1985.

WITNESS:

Roberta J. Marshak Arthur R. Rose (SEAL)
Arthur R. Rose

2173a

ARTICLES OF INCORPORATION
OF
MANZAR J. SHAFI, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 29, 1985 03:23 P.

AT 7 O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2723, FOLIO 000895 THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 22

SPECIAL FEE PAID:
\$

D1934579

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Carlson



A 178120

RECEIVED FOR RECORD ON OCTOBER 18, 1985 at 9:49 A.M
CORPORATION LIBER 34

ARTICLES OF INCORPORATION
OF
SPECIALIZED TRANSPORTATION EQUIPMENT, INC.

RECORD 6.00
B 476XCHK 6.00
01985 10-18 A9:49

THIS IS TO CERTIFY:

FIRST, That we, the subscribers, Jacqueline F. Crabtree and Dayton W. Crabtree, whose post office address is Route 4, Box 127, Hagerstown, Maryland; Robert E. DeHaven, whose address is 625 Marion Street, Hagerstown, Maryland; Rita A. Mellott, whose address is HCR 80, Box 41, Big Cove Tannery, Pennsylvania; Patricia S. Bundy, whose address is 670 Marion Street, Hagerstown, Maryland; and Linda Jean Ezolt, whose address is 1330 Cedarwood Drive, Hagerstown, Maryland, 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 SPECIALIZED TRANSPORTATION EQUIPMENT, INC.

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

(a) To buy, sell, distribute, deal in and install equipment and supplies for the use of the handicapped and others.

(b) To manufacture, purchase, or otherwise acquire, hold, mortgage, 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

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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 is 1620 Salem Avenue, Hagerstown, Maryland. The resident agent of the Corporation is Jacqueline F. Crabtree, whose post office address is Rte 4, Box 127, 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 10,000 shares of the par value of \$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 \$100,000.00.

SIXTH: The Corporation shall have not less than three nor more that seven Directors, namely:

Jacqueline F. Crabtree, Rte 4, Box 127, Hagerstown, Maryland, 21740
Dayton W. Crabtree, Rte 4, Box 127, Hagerstown, Maryland, 21740
Robert E. DeHaven, 625 Marion Street, Hagerstown, Maryland, 21740
Rita A. Mellott, HCR 80, Box 41, Big Cove Tannery, Penna., 17212
Patricia S. Bundy, 670 Marion Street, Hagerstown, Maryland, 21740
Linda Jean Ezolt, 1330 Cedarwood Drive, Hagerstown, Maryland 21740

These six 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; and 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 two-thirds of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

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

(f) The Board of Directors shall have power 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 day of , 1985,

WITNESS:

Jacqueline F. Crabtree (SEAL)
Jacqueline F. Crabtree

Dayton W. Crabtree (SEAL)
Dayton W. Crabtree

Robert E. DeHaven (SEAL)
Robert E. DeHaven

Patricia S. Bundy (SEAL)
Patricia S. Bundy

Linda Jean Ezolt (SEAL)
Linda Jean Ezolt

Rita A. Mellott (SEAL)
Rita A. Mellott

Gloria S. Moens

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 21st day of May, 1985,
before me, the subscriber, a Notary Public of the State and County
aforesaid, personally appeared Jacqueline F. Crabtree, Dayton W.
Crabtree, Robert E. DeHaven, Patricia S. Bundy, Linda Jean Ezolt
and Rita A. Mellott and severally acknowledged the foregoing
Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Gloria S. Moens
Notary Public

My commission expires:
7/1/86

ARTICLES OF INCORPORATION
OF
SPECIALIZED TRANSPORTATION EQUIPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

MAY 31, 1985 10:34 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2722, FOLIO 002729, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20
RECORDING FEE PAID: \$ 24
SPECIAL FEE PAID: \$
D1983621

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 178025

ARTICLES OF INCORPORATIONOFWORLD WIDE FINANCIAL SERVICES, INC.RECORD 5.00
B 4781CHCK 5.00
01985 10-18 A9:50

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Richard S. Lowry, being at least twenty-one (21) years of age, do hereby associate myself as incorporator with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is World Wide Financial Services, Inc.

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

The financing of consumer cleaning products and appliances.

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.

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.

51518157

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 160 West Washington Street, Suite 201, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard S. Lowry, 160 West Washington Street, Suite 201, 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 no par value.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than one (1); and the name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualify is Richard S. Lowry.

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, I have signed these Articles of Incorporation
this 28th day of May, 1985.

WITNESS:

Bonna M. Myers

Richard S. Lowry
Richard S. Lowry

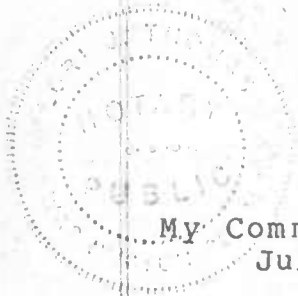
STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 28th day of May,
1985, before me, the Subscriber, a Notary Public in and for the State and
County aforesaid, personally appeared Richard S. Lowry, who acknowledged
the execution of the foregoing Articles of Incorporation to be his
voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Leri J. Thomas
Notary Public

My Commission Expires:
July 1, 1986



ARTICLES OF INCORPORATION
OF
WORLD WIDE FINANCIAL SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 31, 1985 AT 10:32 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2722, FOLIO 002006, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$
5.50
D1933233

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Arlman



A 177986

RECEIVED FOR RECORD OCTOBER 18, 1985 at 9:50 A.M.
CORPORATION LIBER 34

000872

ARTICLES OF INCORPORATION

RECORD 5.00
B 4762CHCK 5.00
01985 10-18 A9:50

TEDDY BEAR CAFE, INC.

FIRST: I, the undersigned, JOSEPH F. GAFFIGAN, whose post office address is 8901 Annapolis Road, Lanham, Prince George's County, Maryland 20706, being at least twenty-one 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 referred to as the Corporation) is TEDDY BEAR CAFE, INC.

THIRD: The purposes for which the Corporation is formed are as follows:
To erect, construct, establish, purchase, lease and otherwise acquire, and to hold, use, equip, outfit, supply, services, maintain, operate, sell and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, 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 checkrooms, newstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restaurateurs, caterers, innkeepers, tobacconists, bakers, butchers, cooks, concessionnaires, 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 33 West Main Street, Hancock, Washington County, Maryland 21750, and the name and post office address of the resident agent of the Corporation in this State is BILL L. YOHO, 21 West Main Street, Hancock, Washington County, Maryland 21750. Said resident agent is a citizen of this State, is of legal age,

51488385

and actually resides in the State of Maryland.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 100 shares, non-assessable without nominal or par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three; and the names of the directors who shall act until their successors are duly chosen and qualify are: MERRILL S. SHAW, JESSIE M. SHAW and DEBBIE J. SHAW.

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 Corporation shall have any and all powers as set forth in the General Laws of the State of Maryland in respect to capital stock corporations, and shall have any and all powers set forth therein as fully as natural persons, whether as principals, agents, trustees or otherwise.

(2) 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, subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these ARTICLES OF INCORPORATION on this 28th day of May, 1985.

Witness:

Mary E. Cherry

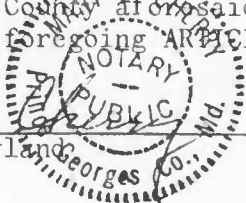
Joseph F. Gaffigan (SEAL)
JOSEPH F. GAFFIGAN

STATE OF MARYLAND, COUNTY OF PRINCE GEORGE'S, SS:

I, MARY E. CHERRY, hereby certify that on this 28th day of May, 1985, before me, the subscriber, a Notary Public in and for the State and County of Prince George's, personally appeared JOSEPH F. GAFFIGAN, and acknowledged the foregoing ARTICLES OF INCORPORATION to be his act.

Commission Expires 7/1/86

Mary E. Cherry
Notary Public, Maryland



ARTICLES OF INCORPORATION
OF
TEDDY BEAR CAFE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 28, 1985 AT 03:18 P. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2721, FOLIO 000871, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20
5.00

SPECIAL FEE PAID:
\$

D1932326

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Arlison



A 177733

ARTICLES OF INCORPORATION

FIRST: That I, Evelyn Gomez, whose post office address is 17 South North Street, Maugansville, Washington County, 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.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is The Maugansville After School Center, 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 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 school-related, 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 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 school-related, 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.

31488031

(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 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 school-related, 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 consider and deal by all lawful means with common problems involved in developing and operating a program of after school care for the students of the Maugansville Elementary School and other elementary school students as the space is available.

(2) To develop a program of after school care for students of the Maugansville Elementary School in grades K through 5 and other children in grades K through 5 as space is available.

(3) The Corporation is organized and operated exclusively for the stated purpose and for other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member.

FOURTH: The post office address of the principal office of the Corporation in this State is the Maugansville Elementary School, Maugans Avenue, Maugansville, Washington County, Maryland. The name and address of the Resident Agent of the Corporation in the State of Maryland is Mrs. Evelyn Gomez, 17 South North Street, Maugansville, Washington County, Maryland. The 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 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: Evelyn Gomez, Donna B. Frentz, Martin A. Lumm.

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

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

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

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

(d) The Corporation shall not make any investments in such 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 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) 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 2nd day of ~~April~~^{May}, 1985, and I acknowledge the same to be my act.

WITNESS:

Norma B. Lutz

Evelyn Gomez
Evelyn Gomez

ARTICLES OF INCORPORATION
OF
THE MAUGANSVILLE AFTER SCHOOL CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 24, 1985 AT 10:36 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2721, FOLIO 000620, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20
5.00

SPECIAL FEE PAID:
\$ _____

D1931831

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Quinn



A 177690

RECEIVED FOR RECORD ON OCTOBER 18, 1985 at 9:51 A.M.
CORPORATION LIBER 34

ARTICLES OF INCORPORATION
OF

RECORD 2.50
B 4764CHCK 2.50
01985 10-18 49:51

COVENANT CHAPEL, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Robert V. Robinson, Route 3, Box 4, Williamsport, Maryland 21795; Robert M. Barnard, Route 1, Box 145, Hancock, Maryland 21750; Robert Huffman, Route 1, Rice Road, Hancock, Maryland 21750; and Samuel Little, 102 East Main Street, Hancock, Maryland 21750; all of whom are over eighteen (18) 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 religious corporation.

SECOND: The plan of the church shall be and include:

1. Purpose. The purpose for which this church is formed is to preach and expound the Gospel of Jesus Christ according to the Holy Scriptures and to educate and lead the people in the ways of salvation, goodness, righteousness, morality, and temperance as taught in the Bible; and to support any religious, missionary, educational or charitable enterprise.

The church shall also have the power to do all such acts as are necessary and convenient to attain the objectives hereinbefore mentioned, including the power to possess, buy, mortgage, sell, lease, barter and exchange real and personal property, to borrow money, collect funds and receive gifts and legacies and transact any and all other business not forbidden by law.

Furthermore, the church shall have the power to license and ordain and send forth any missionary or preacher who has proven over a reasonable period of time his divine gift and calling of God, to the satisfaction and approval of the

51408336

Paster, Elders and with the sanction of the whole body of the church.

2. Name. The name of the religious corporation shall be COVENANT CHAPEL, INC.

3. Board of Elders and Board of Deacons.

(a) The spiritual leadership of the church shall rest with the Board of Elders whose membership and succession thereto shall be provided for in the By-Laws of the church.

(b) The Board of Deacons shall hold title to all church property and shall manage business affairs of the church. Membership of the Board of Deacons shall be provided for in the By-Laws of the church.

4. Qualifications of individuals eligible.

(a) To vote at elections:

Any person, seventeen (17) years of age or older, who is a member in good standing of Covenant Chapel, Inc. shall be eligible to vote at elections.

(b) To be elected to office:

Any person, twenty-one (21) years of age or older, who is a member in good standing of Covenant Chapel, Inc. shall be eligible to hold office in said church.

✓ THIRD: The address of the principle place of worship is 238 Pennsylvania Avenue, Hancock, Maryland 21750.

FOURTH: The name and address of the resident agent is Robert V. Robinson, Route 3, Box 4, Williamsport, Maryland 21795.

FIFTH: Upon the dissolution of the Corporation, the Official Board shall, after paying or making provisions for the payment of all liabilities of the Corporation, dispose of all of 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 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 Official Board shall determine.

SIXTH: The Corporation shall issue no corporate stock.

SEVENTH: The duration of Covenant Chapel, Inc. shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26th day of April, 1985, and we acknowledge the same to be our act.

Rev. Robert V. Robinson
ROBERT V. ROBINSON

Robert M. Barnard
ROBERT M. BARNARD

Robert Huffman
ROBERT HUFEMAN

Samuel Little
SAMUEL LITTLE

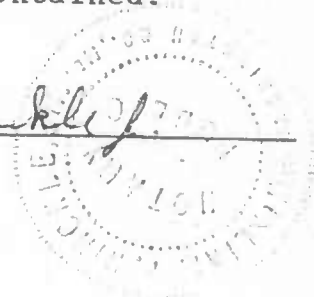
STATE OF MARYLAND :

COUNTY OF WASHINGTON :

On this 26th day of April, 1985 before me, the undersigned officer, personally appeared ROBERT V. ROBINSON, ROBERT M. BARNARD, ROBERT HUFFMAN, and SAMUEL LITTLE, known or me or satisfactorily proven to be the persons whose names are subscribed to the within instrument and acknowledged that he has executed the same for the purposes therein contained.

My Commission Expires:
7/1/86

William F. Henkle
Notary Public



ARTICLES OF INCORPORATION
OF
COVENANT CHAPEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 20, 1985 AT 09:50 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2701 002178, FOLIO OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 10 SPECIAL FEE PAID: \$
2.50

01927821

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Aikman



A 177364

VIDEO SHACK, INC.
ARTICLES OF INCORPORATIONRECORD 5.00
B 4765CHCK 5.00
01985 10-18 09:51

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, 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 SHACK, INC.

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

(1) To engage in the retail and wholesale sale and rental of video recorders, tapes, supplies and all related material and equipment; 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 Rt. 3, Box 328C, Wagaman Road, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Donald R. Clopper, Route 3, Box 328C, Wagamen Toad, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

51408315

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 par value of TEN (\$10.00) DOLLARS per share.

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, 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: Donald R. Clopper, Mary A. Clopper, Harriett E. Clopper and Brian K. Clopper.

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, no holder of any shares of the stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

NINTH:

(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 of any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (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 16th day of April, 1985, and I hereby acknowledge the same to be my act.


Robert E. Kuczynski

ARTICLES OF INCORPORATION
OF
VIDEO SHACK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

MAY 20, 1985 09:38 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2720, FOLIO 002707, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20
5.00

SPECIAL FEE PAID:
\$

D1927078

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Auburn



A 177312

RECEIVED FOR RECORD ON OCTOBER 18, 1985 AT 9:52 A.M.
CORPORATION LIBER 34

1985 MAY 20 A 10:58

ARTICLES OF INCORPORATION

OAK HILL MOTORS, INC.

RECORD 5.00
B 4766CHCK 5.00
01985 10-18 A9:52

OK
FIRST: I, Edward N. Button, whose post office address is 635 Oak Hill 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.

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

OAK HILL MOTORS, INC.

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

(1) To engage in the business of purchasing, acquiring, dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles 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.

(2) 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 this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

(4) To do anything permitted by the Corporations and Associations Article (Section 2-103) of the Maryland Code, 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, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Susan Stotler, 655 Potomac Avenue, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

61408710

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 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 Directors who shall act until the first annual meeting or until their successors is duly chosen and qualified are: Susan Stotler.

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 17 day of MAY, 1985, and acknowledged the same to be my act.

WITNESS:

Deborah R. Crist

Edward N. Button
EDWARD N. BUTTON

ARTICLES OF INCORPORATION
OF
OAK HILL MOTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 20, 1985 AT 10:58 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED. 14

RECORDED IN LIBER 2720 , FOLIO 002672 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$
5.00

D1926237

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Anderson



A 177247

RECEIVED FOR RECORD ON OCTOBER 18, 1985 at 9:52 A.M.
CORPORATION LIBER 34

1985 MAY 17 A 10:08

CONCESSIONS MANAGEMENT, INC.
ARTICLES OF INCORPORATION

RECORD 5.00
B 4767CHCK 5.00
01985 10-18 A9:52

FIRST: I, John S. Young, 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 Concessions Management, Inc.

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

(1) The purpose is to serve food and beverages and to engage in any other lawful purpose and business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 9, Box 368B, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John Young, Route 9, Box 368B, 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 Two Hundred (200) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be (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 numbers 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 directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: John S. Young, Sam Mack, and Deborah Gushue.

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.

51378205

002343

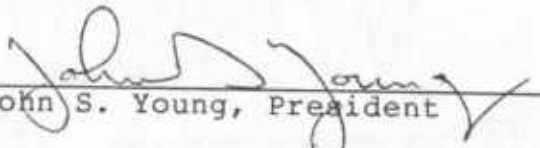
(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(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 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.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6 day of May, 1985, and we acknowledge the same to be my act.


John S. Young, President

ARTICLES OF INCORPORATION
OF
CONCESSIONS MANAGEMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 17, 1985 AT 10:08 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2720, FOLIO 002341, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20
3.00

SPECIAL FEE PAID:
\$

D1925486

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Quinn



A 177195

RECEIVED FOR RECORD ON OCTOBER 18, 1985 at 9:53 A.M.
CORPORATION LIBER 34

AMENDED ARTICLES OF INCORPORATION

OF

TERR-BLACK ENTERPRISES, INC.

RECORD 5.00
B 4788CHCK 5.00
01985 10-18 A9:53

FIRST: I, Donald R. Mering, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is EXECUTIVE AIR TRAVEL, INC. (the "Corporation").

THIRD: The purposes for which the Corporation is formed are to (1) purchase, lease, own, sell, operate, hold out for charter, maintain and otherwise deal in and with aircraft of every class and description, and (2) engage in any other lawful business. The Corporation also shall have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is 3 Hump Road, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Terry L. Randall, 3 Hump Road, Hagerstown, Maryland 21740.

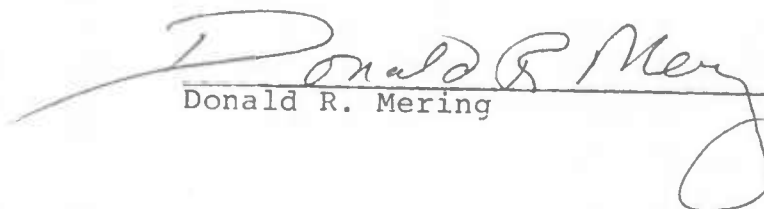
FIFTH: The total number of shares of Capital Stock which the Corporation has authority to issue is 100,000, all of one class called Common Stock. The par value of each share of Common Stock is \$1.00 and the aggregate par value of all the shares of the Common Stock is \$100,000.00.

51238443

SIXTH: The number of Directors of the Corporation shall be three, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Terry L. Randall, Howard B. Bowen and Craig Meredith.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I certify that I am the sole incorporator named in the Articles of Incorporation of the Corporation filed with and approved for record by the Maryland State Department of Assessments and Taxation on May 1, 1985 and that there is no stock outstanding or subscribed for on the date hereof and I acknowledge these Amended Articles of Incorporation to be my act this 8th day of May, 1985.


Donald R. Mering

1985 MAY -9 A 11:39

jem/RML5/1

AMENDED ARTICLES OF INCORPORATION

OF

TERR-BLACK ENTERPRISES, INC.

Changing its name to
EXECUTIVE AIR TRAVEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 9, 1985 AT 11:39 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2721, FOLIO 603748 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ _____

RECORDING FEE PAID:

\$ 20.00

5.75

SPECIAL FEE PAID:

\$ _____

TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.



A 177021

Received for Record November 26th, 1985 At 3:20 P.M.
Corporation Liber 34

NOTICE OF CHANGE OF NAME OF RESIDENT AGENT

RESOLVED: That the name of the resident agent of the Corporation in the State of Maryland, be and hereby is changed from Aneita E. Shockey to Mary J. Heiston, Highfield Road, Highfield, Washington County, Maryland.

RESOLVED: That the proper officers of the Corporation be, and they are hereby, authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this Resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary acts incident thereto.

* * * * *

We do solemnly declare and affirm under the penalties of perjury that the foregoing is a true copy of the Resolution changing the name of the Resident Agent of the Corporation.

Kenneth E. Shank
Kenneth E. Shank

M. Patricia Shank
M. Patricia Shank

(CORPORATE SEAL)



NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

997

OF
HIGHFIELD LIQUOR, INC.

received for record June 27, 1985

, at 10:41 A. M.

and recorded on Film No. 2727

Frame No. 603123 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 71

AA N^o 22158

Special Fee Paid
Recording Fee Paid
Total

\$5.00
\$3.00
\$8.00

50
75

Return to: Mackley, Gilbert & Marks
35 East Washington Street
Hagerstown, Maryland 21740

rc

Received for Record November 26th, 1985 At 3:21 P.M.
Corporation Liber 34

CERTIFICATE OF ARTICLES OF SALE AND TRANSFER

CLERK OF THE CIRCUIT COURT
Washington County
Hagerstown, MD 21740

RECORD .50
A SUB 1.75
04 7885 11-26 P3:21

Dear Sir:

In accordance with §3-111 and §3-112 of the Corporations and Associations Article of the Annotated Code of Maryland, the State Department of Assessments and Taxation does hereby certify that Articles of SALE AND TRANSFER have been filed in this Office.

1) The name of each party to the Articles is _____

THE AGRICULTURAL AND MECHANICAL ASSOCIATION OF WASHINGTON COUNTY (MD CORP.) TRANSFEROR

2) The name of the successor and the location of its principal office in this State or if it has none, its principal place of business is

THE HAGERSTOWN FAIRGROUNDS, INC. (MD CORP.) TRANSFEREE

3) The Articles were accepted for record on 6/26/85, at 11:09 AM

As Witness my hand and the Official
seal of the said Department at Baltimore
this 28TH day of JUNE,
1985.

Paul B. Anderson
Charter Specialist

ARTICLES OF INCORPORATION

OF

THE WASHINGTON COUNTY OPEN GOLF CHAMPIONSHIP, INC.

Received for Record November 26th, 1985 At 3:21 P.M.

Cororation Liber 34

RECORD 5.00
7.25
04 7887 11-26 1985

First: We the undersigned, being at least eighteen years of age, do hereby form a

corporation under the general laws of the State of Maryland.

Second: The name of the corporation is The Washington County Open Golf Championship, Inc. (hereinafter the "corporation").

Third: The purpose for which the corporation is formed is as follows:

The corporation is organized to operate exclusively to receive and administer funds necessary to conduct the operation of The Washington County Open Golf Championship, which will be held annually on the third weekend of August. The corporation will operate in a non-profit capacity, using any and all funds generated in the purpose of conducting the aforementioned golf tournament. The corporation will distribute from time to time portions of funds to a local youth organization, the Washington County Junior Golf Program, a subdivision of the Washington County Recreation Association, or any other local charity of our choosing. All other funds generated will be used to successfully conduct and operate The Washington County Open Golf Championship.

Fourth: The post office address of the corporation in Maryland is 431 Pangborn Boulevard, Hagerstown, Maryland 21740. *The resident agent is Rod Steiner at the same address as the principle office.*

Fifth: The corporation shall not be authorized to issue capital stock.

Sixth: The number of directors of the corporation shall be three, which number may be increased pursuant to the bylaws of the corporation, but shall never be less than three (3). The names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Rodney R. Steiner	President	431 Pangborn Boulevard Hagerstown, Md. 21740
Sally A. Acre	Secretary	31 Mealey Parkway Hagerstown, Md. 21740
B. Diane Steiner	Treasurer	431 Pangborn Boulevard Hagerstown, Md. 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:

51968126

(a) The corporation shall serve as a non-profit corporation and, in furtherance of the purpose hereinabove set out, shall have the power to solicit, accept, and receive funds from any person, organization, or other entity, including but not limited to other charitable or educational organizations, profit-making corporations and individuals.

Consistent with the objectives and purpose set forth hereinabove, the corporation may exercise all powers available to corporations under the Code of Maryland, subject to the restrictions, if any, contained in these Articles of Incorporation and the corporation's bylaws. No part of the corporation's net earnings shall inure to the benefit of any director or officer of the corporation, or to any individual (except that reasonable compensation may be paid for services rendered to or for the corporation in effecting one or more of its purposes), and no director or officer of the corporation, or any individual shall be entitled to share in the distribution of any corporate assets upon the dissolution of the corporation.

(b) The corporation shall have no power to declare dividends.

(c) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall exercise only such powers and shall conduct or carry on only such activities as are consistent with the exempt status of organizations described in Section 501 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and the regulations thereunder (as they now exist or as they may hereafter be amended), contributions to which are deductible for Federal income tax purposes.

(d) Upon the dissolution or termination of the corporation or the winding up of its affairs, the remaining assets of the corporation shall be distributed exclusively to the Washington County Junior Golf Association or any other local charity organization, which qualifies as an exempt organization under the provisions of Section 501 of the Internal Revenue Code (or the corresponding provision of any future United States internal revenue law) and the regulations thereunder (as they now exist or as they may hereafter be amended) as the Board of Directors shall determine.

Eighth: The duration of the corporation shall be perpetual.

In witness whereof, we have signed these Articles of Incorporation on the 10th day of May, 1985.

Rodney R. Steiner
Rodney R. Steiner

Sally A. Acre
Sally A. Acre

B. Diane Steiner

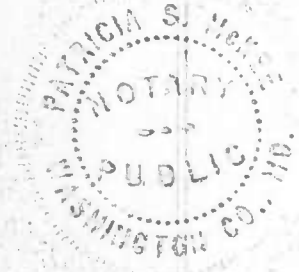
B. Diane Steiner

I hereby certify that on May 10, 1985, before me, the subscriber, a notary public, personally appeared Rodney R. Steiner, Sally A. Acre, and B. Diane Steiner, who acknowledged the foregoing Articles of Incorporation to be their act.

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

Patricia S. McKee
Notary Public

My Commission Expires: July 1, 1986



ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY OPEN GOLF CHAMPIONSHIP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 15, 1985 AT 10:25 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2736, FOLIO 000355, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00

D1967777

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Anderson



A 181492

received for Record November 26th, 1985 At 3:22 P.M.
Corporation Liber 34

ARTICLES OF INCORPORATION

1985 JUL 17 A 10:21

✓ In compliance with the requirements of Title 5, Subtitle 2 of the Corporations and Associations Article of the Annotated Code of Maryland, the undersigned, a resident of Maryland, who is at least eighteen years of age, has this day formed a non-stock corporation, not for profit, and does hereby certify:

RECORDED

5.00
12.25
11-26 13:22

ARTICLE I

The name of the Corporation is COLBY'S COURT PROPERTY OWNER'S ASSOCIATION, INC., hereinafter called the "Association."

ARTICLE II

✓ The principal office of the Association is located at Box 103, Rowe Road at Maryland State 64, Chewsville, Washington County, Maryland, 21721.

ARTICLE III

✓ Douglas A. Bachtell, whose address is Box 103, Rowe Road at Maryland State 64, Chewsville, Washington County, Maryland, 21721, is hereby appointed the registered agent of the Association.

ARTICLE IV

The terms "Property Owner's Association", "Common Area", "Lots", "Owner" and "Property" as used in these Articles of Incorporation shall have the meanings set forth in the Declaration of Covenants, Conditions and Restrictions relating to the Property Owner's Association dated June 13, 1985 and recorded among the Land Records of Washington County, Maryland, in Liber No. 786, folio 447 (the "Declaration").

ARTICLE V

PURPOSES AND POWERS OF THE ASSOCIATION

The Association shall not operate for pecuniary gain or profit, shall not issue capital stock, and no part of the net earnings of the Association shall inure to the benefit of any member or individual, and the specific purposes for which it is formed are to provide for: (i) the use, improvement,

51988191

maintenance, operation and repair of the Common Areas located in the Property including any improvements and amenities located thereon; (ii) the establishment of rules and regulations for the use of the Common Areas including any improvements and amenities located thereon; (iii) the distribution among the Owners of the Property of the costs of the use, improvement, maintenance and repair of the Common Areas including any improvements and amenities located thereon; and (iv) the promotion of the health, safety, pleasure, recreation and welfare of the residents of the Lots within the Property. In furtherance of the purposes, the Association, (by action of its Directors unless otherwise noted in these Articles of Incorporation or in the Declaration) shall have full power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, the Declaration being incorporated herein by reference as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means of all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the affairs of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, subject, however, to the requirements of the Declaration;

(d) borrow money and, with the assent of two-thirds (2/3rds) of the votes of each class of members of the Association, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility subject, however, to the requirements of the Declaration and to such conditions as may be agreed to by the members; and

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and open space, provided that, except as otherwise provided in the Declaration, any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of the votes of each class of the members; and

(g) have and to exercise any and all powers, rights and privileges which a non-stock corporation organized under the Corporation Law of the State of Maryland by law may now or hereafter have or exercise.

ARTICLE VI

Every Owner shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

ARTICLE VII

All members shall be entitled to one (1) vote for each lot owned. When more than one person or entity holds an interest in any lot, all such persons or entities shall be members, however, for purposes of a quorum, they shall be treated as a single member. The votes for such lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any lot.

ARTICLE VIII

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Robert M. Bushey

Lewis R. Bowers

Douglas A. Bachtell

These Directors, (herein called "Charter Directors") shall serve until the first annual meeting of the members at which their successors are elected. In the event of death or resignation of a Charter Director during his term of office, the remaining Charter Directors shall elect a successor Charter Director to fill the unexpired term of such Charter Director.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3rds) of the votes of each class of the members. Upon dissolution, of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate

000238

public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such a dedication is refused, the assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to similar purposes.

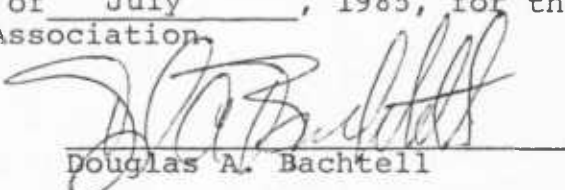
ARTICLE X

The Association shall exist perpetually.

ARTICLE XI

Amendment of these Articles shall require the assent of the holders of two-thirds (2/3rds) of the votes of each class of members present in person or by proxy at the meeting at which the vote is taken.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Maryland, the undersigned, Douglas A. Bachtell, whose post office address is Box 103, Rowe Road at Maryland State 64, Chewsville, Washington County, Maryland, 21721, being at least eighteen years of age, has executed these Articles of Incorporation this 15th day of July, 1985, for the purpose of incorporating this Association.


Douglas A. Bachtell

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 15th day of July, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Douglas A. Bachtell, and he acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires:
July 1, 1986



ARTICLES OF INCORPORATION
OF
COLBY'S COURT PROPERTY OWNER'S ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY 17, 1985 AT 10:21 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2736, FOLIO 000234 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ 20

RECORDING FEE PAID:

\$ 20

SPECIAL FEE PAID:

\$ 5.00

D1967538

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Quinn



A 181468

003758

ARTICLES OF INCORPORATIONOFHAGERSTOWN BUSINESS AND PROFESSIONAL WOMEN'S CLUB, INC.

Received for Record November 26th, 1985 At 3:22 P.M.
Corporation Liber 34

THIS IS TO CERTIFY:

RECORD 5.30
A SUP 17-75
04 7889 11-26 P3:22

FIRST: We, the undersigned, Celia S. Ausherman, whose post office address is Route 5, Box 190, Hagerstown, Maryland; Betty J. McCune, whose post office address is 314 Radcliffe Avenue, Hagerstown, Maryland; and Rosalie M. Ridenour, whose post office address is Route 3, Box 157, Hagerstown, Maryland, 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 is HAGERSTOWN BUSINESS & PROFESSIONAL WOMEN'S CLUB, INC. (which is hereinafter called the Corporation).

THIRD: The purposes for which the Corporation is organized and shall be operated are exclusively charitable and educational. For the general purposes aforesaid, and limited to those purposes, the objects to be carried on by it are as follows:

A. To elevate standards for women in business and in the professions; to promote the interests of business and professional women; to bring about a spirit of cooperation among business and

51928376

professional women; and to extend opportunities to business and professional women through education along lines of industrial, scientific and vocational activities;

B. To assist those women whose circumstances render them in need of financial, physical or emotional support; and

C. In general, to carry on any lawful business furtherance of the purposes of the Corporation, and to have and exercise all powers, rights and privileges 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 a corporation of this character by the said General Laws, now or thereafter in force; the enumeration of certain powers as herein specified are not intended to exclude any such powers, rights or privileges.

✓ FOURTH: The post office address of the principal office of the Corporation in this State is Route 5, Box 190, Hagerstown, Maryland 21740, and the resident agent is Susan Carol Elgin, whose address is 28 Jonathan Street, Hagerstown, Maryland 21740, who is a citizen of the State of Maryland and actually resides therein,

FIFTH: The Corporation is not authorized to issue any capital stock.

SIXTH: The 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 name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Celia S. Ausherman, Betty J. McCune, and Rosalie M. Ridenour.

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

The Board of Directors of this Corporation is also empowered to do, act for and conduct the business of the Corporation as is proper, lawful and customary for business similar to that in which this Corporation is engaged, and to exercise all such powers and to do all acts and things as may be exercised or done pursuant to Article Three of these Articles of Incorporation, and which are hereinabove or by Statute conferred upon it.

EIGHTH: This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and is organized for non-profit purposes and no part of any net earnings thereof shall inure to the benefit of any member or other individual.

NINTH: The conditions and regulations of membership and the rights or other privileges of the classes of members shall be determined and fixed by the By-Laws.

TENTH: The Corporation may acquire and receive by purchase, lease, donations, bequest, legacy, contract, or otherwise, any property, real, personal or mixed; borrow or raise money for any of the purposes of the Corporation; issue notes or other obligations of any nature and in any manner permitted by law for borrowing or in payment for property purchased or for any other lawful consideration, and secure the payment thereof and 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, personal or mixed,

including contract rights, whether at the time owned or thereafter acquired; and sell, pledge, discount, or otherwise dispose of such notes or other obligations; hold, use encumber, lease, or dispose of any or all of such property or obligations in and for the accomplishment of the above purposes and for such other purposes as may be permitted under the General Laws of the State of Maryland.

ELEVENTH: No party of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private personal, 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 herein. No substantial party of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (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 contribution 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).

TWELFTH: 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 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.

WITNESS:

Donna M. Smith

Celia S. Ausherman (SEAL)
Celia S. Ausherman

Donna M. Smith

Betty J. McCune (SEAL)
Betty J. McCune

Donna M. Smith

Rosalie M. Ridenour (SEAL)
Rosalie M. Ridenour

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

I HEREBY CERTIFY, that on this 1st day of July, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Celia S. Ausherman, acknowledged the execution of the foregoing Articles of Incorporation to be her voluntary act.

WITNESS my hand and Notarial Seal.

Patricia E. Young
Notary Public

My Commission Expires:
July 1, 1986

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

I HEREBY CERTIFY, that on this 1st day of July, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Betty J. McCune, acknowledged the execution of the foregoing Articles of Incorporation to be her voluntary act.

WITNESS my hand and Notarial Seal.

Patricia E. Young
Notary Public

My Commission Expires:
July 1, 1986

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

I HEREBY CERTIFY, that on this 1st day of July, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Rosalie M. Ridenour, acknowledged the execution of the foregoing Articles of Incorporation to be her voluntary act.

WITNESS my hand and Notarial Seal.

Patricia E. Young
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
HAGERSTOWN BUSINESS & PROFESSIONAL WOMEN'S CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 11, 1985 AT 09:53 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2736, FOLIO 1003787 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 22
5.50

SPECIAL FEE PAID:
\$ _____

D1966480

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Anderson



A 181425

WILLIAM G. BOWEN, INC.

ARTICLES OF INCORPORATION

Received for Record NOVember 26th, 1985 At 3:22 P.M.
Corporation Liber 34

FIRST: The undersigned Robert J. Carson, whose address is Sixth Floor, 100 Light Street, Baltimore, Maryland 21202, 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

RECORD 5.00
A SUB 22.75
04 7890 11-26 13:22

William G. Bowen, 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 engage in any and all aspects of the business of providing appraisals of real and/or personal property.

(b) To do any and all acts and things in the furtherance of any and all of the aforementioned purposes, as authorized by and in accordance with law.

(c) To exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations generally 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.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other article of these Articles of Incorporation or any amendment thereto, and shall each be regarded as independent, and shall be construed as powers as well as objects and purposes.

FOURTH: The address of the principal office of the Corporation in Maryland is 122-28 W. Washington Street, Hagerstown,

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✓ Maryland 21740. The name and address of the resident agent of the Corporation in Maryland are Robert J. Carson, Sixth Floor, 100 Light Street, Baltimore, Maryland 21202. 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 hundred thousand (100,000) shares of the par value of One Dollar (\$1.00) a share, all of one class, and having the aggregate par value of One Hundred Thousand Dollars (\$100,000.00).

SIXTH: There shall be one director of the Corporation, which number may be increased and thereafter decreased pursuant to the bylaws of the Corporation but shall never be less than required by law; the name of the individual who will serve as director until the first annual meeting and until his successor is elected and qualifies is Richard W. Phoebus.

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 shareholders:

(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, for such lawful consideration as said board of directors may deem advisable.

(b) 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, transaction, or act

of the Corporation, and in the absence of fraud no contract, transaction or act shall be thereby affected or invalidated; and any director who is a member of such other firm, who is an officer or director of such other corporation or association, or who is so interested individually may be counted in determining the existence of a quorum at any meeting of the board of directors at which such contract, transaction or act is authorized and may vote thereat to authorize any such contract, transaction, or act.

(c) 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.

(d) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a majority or other designated proportion of the shares or of the shares of stock of each class, or otherwise to be 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 of stock outstanding and entitled to vote thereon, except as otherwise provided in the charter.

(e) No stockholder of the Corporation shall have any preferential or preemptive right to acquire or to subscribe to additional shares of stock of the Corporation except to the extent and on the terms that the board of directors may from time to time determine.

(f) The Corporation shall indemnify all of its directors and officers to the full extent permitted by the general

002530

laws of the State of Maryland now or hereafter in force, including the advance of expenses in accordance with such laws. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with applicable law.

(g) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law, including any amendments which alter the contract rights of any class of its stock by classification, reclassification, or otherwise; but no such amendment which alters the contract rights of any of the outstanding stock of any class shall be valid unless such alteration shall have been authorized by the holders of two-thirds (2/3) of all the shares of such class of stock at the time outstanding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 10th day of July, 1985.

WITNESS:

James E. Baker Jr.

Robert J. Carson

(SEAL)

Incorporator

ACKNOWLEDGEMENT

THE UNDERSIGNED, Incorporator Robert J. Carson, hereby acknowledges the foregoing Articles of Incorporation to be his act.

Robert J. Carson

ARTICLES OF INCORPORATION
OF
WILLIAM G. BOWEN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 11, 1985 AT 02:50 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2735, FOLIO 003528, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00
D1965839

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Arthur



A 181388

ARTICLES OF INCORPORATION OF
VIETNAM VETERANS OF AMERICA,

CHAPTER 191, HAGERSTOWN, MARYLAND, INC.

Received for Record
November 26th, 1985
At 3:22 P.M.
Corporation Liber 34

ARTICLE I

Incorporator

I, Daniel F. Hayes, 1815 H Street, N.W., Washington, D.C., am over the age of 18 years and am forming this corporation under the general laws of the State of Maryland.

ARTICLE II

Name

The name of this corporation shall be: Vietnam Veterans of America, Chapter 191, Hagerstown Maryland, Inc.

ARTICLE III

Purposes

This corporation is a nonprofit, nonstock public benefit corporation and is not organized for the private gain of any person. It is organized under the general laws of the State of Maryland for charitable purposes.

The specific purposes of this corporation are as follows:

To help foster, encourage, and promote the improvement of the condition of the Vietnam Veteran.

To promote physical and cultural improvement, growth and development, self-respect, self-confidence and usefulness of Vietnam-era Veterans and others.

To eliminate discrimination suffered by Vietnam Veterans and to develop channels of communication which will assist Vietnam Veterans to maximize self-realization of their lives and enhance life-fulfillment.

To study on a non-partisan basis proposed legislation or rules or regulations introduced in any federal, state, or local legislature or administrative body which may affect the social, economic,

RECORD
A SUB 27.75
04 7391 11-26 P3:22

51898112

educational or physical welfare of the Vietnam-era Veteran or others.

To assist disabled and needy War Veterans including, but not limited to, the Vietnam Veteran and their dependents and the widows and orphans of deceased Veterans.

The general purposes and powers are to have and to exercise all rights and powers conferred on public benefit corporations under the laws of the State of Maryland, including the power to contract, rent, buy, or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the corporation.

ARTICLE IV

Offices; Agent

The name and address in the State of Maryland of this corporation's resident agent and of its principal office are:

Tom Wolfe
414 East Franklin Street
Hagerstown, Maryland 21740
(Washington County)

ARTICLE V

Directors

The directors shall never be less than three in number. The following persons shall serve said corporation as directors until the first annual meeting and until their successors are elected and qualify:

1. Tom Wolfe
414 East Franklin Street
Hagerstown, Maryland 21740
2. Donald Winfield
13105 Martin Road
Hagerstown, Maryland 21740
3. Edwin Russell
209 Jefferson Street
Hagerstown, Maryland 21740

ARTICLE VI

Members

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be as set forth in the by-laws, except that Vietnam Veterans of America, Inc., shall be at all times the National Member.

ARTICLE VII

Relation to National Member

The express written consent of the National Member is required for the adoption of by-laws and for the amendment of these articles and the by-laws. The National Member may direct a time period within which the by-laws must be adopted by the corporation. The National Member may, by summary action by its President, or by act of its Board of Directors, suspend or revoke the Charter of the corporation, or suspend or expel

any member, officer, or director hereof, for the reasons and in the manner provided in the by-laws of the National Member of this corporation. In the event that the National Member revokes the Charter of the corporation, the corporation shall immediately cease functioning, and the National Member is authorized to take all action necessary to dissolve the corporation.

ARTICLE VIII

Charitable Purposes; Dissolution

This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(19) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not possess or exercise any power or authority either expressly, by interpretation, or by operation of law that will prevent it from qualifying and continuing to qualify as a corporation exempt from federal income tax under Section 501(c)(19) of the Internal Revenue Code, or as a corporation contributions to which are deductible under Section 170(c)(3) of the Internal Revenue Code; nor shall the corporation carry on any activities which are not permitted to be carried on by such corporations or which would cause the loss of such qualification.

No part of the net assets or earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that reasonable compensation may be paid for services actually rendered by any director, officer, member or other private person.

Upon dissolution of the corporation, after paying or making provision for the payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed exclusively for educational, charitable and scientific purposes or to promote social welfare to one or more organizations qualified as exempt organizations under Sections 501(c)(3), (4), or (19) of the Internal Revenue Code and which are approved by Vietnam Veterans of America, Inc.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this ^{5th}~~6th~~ day of ^{July}~~May~~, 1985

Daniel F. Hayes

Daniel F. Hayes, Esq.
Suite 600
1815 H Street, N.W.
Washington, D.C. 20006
(202) 466-5100
Incorporator

Subscribed and sworn to before me this ^{5th}~~6th~~ day of ^{July}~~May~~, 1985

Alvin L. Lusk
Notary Public

My commission expires Feb 14, 1991.

ARTICLES OF INCORPORATION
OF
VIETNAM VETERANS OF AMERICA, CHAPTER 191, HAGERSTOWN, MA
RYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY 08, 1985 AT 10:18 A. O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2733, FOLIO 001206 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00
D1962927

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Quinn



A 180928

ARTICLES OF INCORPORATION

OF

E & L TRUCKING, INC.

Received for Record November 26th, 1985 At 3:23 P.M. RECORD
Corporation Liber 34

5.00
A SUB 32.75
04 7892 11-26 P3:2

THIS IS TO CERTIFY:

FIRST: We, Christopher E. Wyant, whose post office address is 1811 Jefferson Boulevard, Hagerstown, Maryland, 21740, and Edwin L. Andress, Jr., whose post office address is Route 1, Box 17, Smithsburg, Maryland, 21783, both 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: E & L Trucking, 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 provide a trucking service to the general public.

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

(c) To carry on any other business or businesses which may be calculated directly or indirectly to effectuate the aforesaid objects or any of them, and to facilitate the transaction by the Corporation of the aforesaid business or any part thereof, or the transaction of any other business which may be conducted either directly or indirectly to enhance the value of its assets and property. It is the intention that the above clause shall in no way be limited or restricted by reference to or inference from any other clauses of this Paragraph or any other clauses or paragraphs of these Articles of Incorporation, but that the objects, purposes and powers specified in this paragraph and in each of the clauses and paragraphs of these Articles shall be independent objects, purposes and powers. And in

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general to exercise and enjoy all other privileges, rights and powers granted to or conferred upon corporations by the General Laws of the State of Maryland, now or hereafter in force. The enumeration of special powers, and herein specified, now being intended to exclude or to be construed as a waiver or limitation of any such other powers, rights, and privileges.

✓ FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located is Route 1, Box 17, Smithsburg, Maryland, 21783. The Resident Agent of the Corporation is Edwin L. Address, Jr., whose post office address is ✓ Route 1, Box 17, Smithsburg, Maryland 21783. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have two (2) directors and Christopher E. Wyant and Edwin L. Address, 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) Dollars par value, divided into Ten Thousand (10,000) shares of the 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 conferred 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.

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, we have signed these Articles of Incorporation this 5th day of July, 1985, and we acknowledge the same to be our act.

WITNESS:

Christopher E. Wyant (SEAL)
Christopher E. Wyant

Edwin L. Andress, Jr. (SEAL)
Edwin L. Andress, Jr.

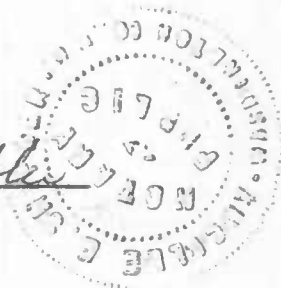
STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on the 5th day of July, 1985, before me, the subscriber, a Notary Public of the State and County aforesiad, personally appeared Christopher E. Wyant and Edwin L. Andress, 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.

Lucille E. Sheffer

my commission expires 7-1-86



ARTICLES OF INCORPORATION
OF
E & L TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 10, 1985 AT 09:57 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2733, FOLIO 001054, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ 5.02

D1960970

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Auburn



A 180908

Received for Record November 26th, 1985 At 3:23 P.M.
Corporation Liber 34

ARTICLES OF INCORPORATION

OF

HAGERSTOWN USERS GROUP, INC.

RECORD 5.00
A SUB 37.75
04 7893 11-26 P3:2

WE, the undersigned, JOSEPH F. RUTKOWSKI, whose post office address is 23 Coventry Lane, Hagerstown, Maryland, KENNETH M. SCHULTZ, whose post office address is 86 Jeffrey Drive, Hagerstown, Washington County, Maryland, MARTHA YOUNG, whose post office address is 413 North Tennessee Avenue, Martinsburg, Berkeley County, West Virginia and JEROME E. MATTHEWS, whose post office address is 2881 State Line Road, Waynesboro, Franklin County, Pennsylvania, each being at least 21 years of age, the elected officers of a group now in existence and by virtue of the desires of this group, known as the Hagerstown Users Group, do hereby associate ourselves as incorporators with the intent of forming a Corporation under and by virtue of the General Laws of the State of Maryland.

FIRST

The name of the Corporation, hereinafter sometimes called the "Corporation" is:

HAGERSTOWN USERS GROUP, INC.

SECOND

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

1. To operate as a non profit organization for the promotion of understanding, sharing of information, ideas and general education on the use and programming of Commodore Personal Computers.
2. To act as an agent for the benefit of the members of the Corporation in obtaining, distributing, controlling and discussing material and ideas pertinent to the Commodore Personal Computers.
3. To establish rules, regulations, by-laws, policies and procedures consistent with the Articles of Incorporation, adopted by-laws and the desires of the membership.
4. To operate within the applicable powers as set forth in the Corporation and Association of the Annotated Code of Maryland.

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Hagerstown Users Group, Inc.

Page Two

THIRD

The Post Office Address of the Corporation shall be:

23 Coventry Lane
Hagerstown, Maryland 21740

The Resident Agent is:

MR. JOSEPH F. RUTKOWSKI
23 Coventry Lane
Hagerstown, Maryland 21740

Said agent is a citizen of the State of Maryland and resides therein.

FOURTH

The Corporation shall be a nonstock and nonprofit organization.

FIFTH

The number of directors of the Corporation shall be Four (4) which number may be increased or decreased pursuant to the bylaws of the Corporation, but shall never be less than three (3) at any time, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: JOSEPH F. RUTKOWSKI, KENNETH M. SCHULTZ, MARTHA YOUNG, JEROME E. MATTHEWS.

SIXTH

The Board of Directors shall be the policy making body of the Corporation and shall be responsible for the affairs, properties and finances of the corporation. They shall have the authority to make, recommend and amend such bylaws as they deem best, providing they are not inconsistent with the Articles of Incorporation, and obtain membership approval consistent with the bylaws.

The board shall have the power to delegate authority for the general management of the business and purposes of the Corporation as they deem necessary, expedient and practical in the conduct of the Corporation business and advancement of it's objectives.

SEVENTH

The Articles of Incorporation may be amended in any particular by a (3/4) three quarters vote of the entire Board of Directors provided that at least (10) ten days notice has been given personally or sent by registered mail to all members of the Board of Directors stating the proposed change, the place, date and time of the meeting of the Board of Directors, when said proposed amendment will be presented for discussion and/or adoption.

Hagerstown Users Group, Inc.

Page Three

EIGHTH

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation
 this 18 day of June, 1985.

Shawn A. Funk
 WITNESS

Shawn A. Funk
 WITNESS

Shawn A. Funk
 WITNESS

Rebecca M. Nuttall
 WITNESS

Joseph F. Rutkowski SEAL
 JOSEPH F. RUTKOWSKI

Kenneth M. Schultz SEAL
 KENNETH M. SCHULTZ

Martha Young SEAL
 MARTHA YOUNG

Jerome E. Matthews SEAL
 JEROME E. MATTHEWS

AFFIDAVIT

STATE OF MARYLAND, COUNTY OF WASHINGTON, to wit:

I HEREBY CERTIFY, that before me on this 18 day of
June, 1985, personally appeared JOSEPH F. RUTKOWSKI, KENNETH
 M. SCHULTZ, MARTHA YOUNG and JEROME E. MATTHEWS, and they did declare that
 the foregoing is their deed and act.

My Commission Expires 7/1/86

Dorothy A. Eichelberger
 NOTARY PUBLIC

ARTICLES OF INCORPORATION
OF
HAGERSTOWN USERS GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JULY 05, 1985 AT 09:49 A. O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2733, FOLIO 000418, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ 5.00

D1959972

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Auburn



A 180846

THE HAGERSTOWN SURGICAL CLINIC,

DRS. CRAIG & MARSH, P.A.

ARTICLES OF AMENDMENT

Received for Record November 26th, 1985 At 3:23 P.M.
Corporation Liber 34

The Hagerstown Surgical Clinic, Drs. Craig & Marsh, P.A., a Maryland Professional Service Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certified to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article Second as amended:

SECOND: The name of the Corporation is:

The Hagerstown Surgical Clinic,
Drs. Craig & Marsh, P.A.

and inserting in lieu thereof the following:

✓ The Hagerstown Surgical Clinic,
Drs. Marsh & Sachs, P.A.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held May 1, 1985 adopted a Resolution in which was set forth the foregoing amendment to the Charter declaring that said amendment was advisable and directing that it be submitted for action thereon at the Special Meeting of the Stockholders of the Corporation to be held May 2, 1985.

THIRD: Notice setting forth the said amendment of Charter and stating that the 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

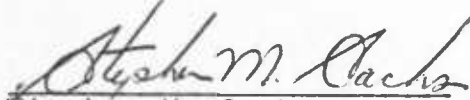
51918036

thereon. The amendment of the Charter of the Corporation as set forth above was approved by the Stockholders of the Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of The Hagerstown Surgical Clinic, Drs. Craig & Marsh, 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, 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:

THE HAGERSTOWN SURGICAL CLINIC,
DRS. CRAIG & MARSH, P.A.


Stephen M. Sachs
Secretary

By: 
John R. Marsh
President

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

I HEREBY CERTIFY, that on this 3rd day of July, A.D., 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John R. Marsh, President of The Hagerstown Surgical Clinic, Drs. Craig & Marsh, P.A., 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.

Witness my hand and official Notarial Seal.

Diane Lee Rowe
Notary Public

My Commission Expires:
1 July 1986



ARTICLES OF AMENDMENT

OF

THE HAGERSTOWN SURGICAL CLINIC, DRS. CRAIG & MARSH, P.A.

Changing its name to

THE HAGERSTOWN SURGICAL CLINIC, DRS. MARSH & SACHS, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JULY 10, 1985 AT 10:32 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2734, FOLIO 003555, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ _____

RECORDING FEE PAID:

\$ 20.00

5.00

SPECIAL FEE PAID:

\$ _____

TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Auburn



A 180764

Received for Record November 26th, 1985 At 3:24 P.M.
Corporation Liber 34

I.S.M., INC.
ARTICLES OF INCORPORATION

RECORD 5.00
A 502 47.75
04 7895 11-26 P3:24

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 I.S.M., Inc.

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

(1) To engage in the business of providing design services and the sale of furnishings and related accessories; 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 1 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Lyle E. Brennan, 1 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) shares of common stock, without par value.

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, 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 (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:

Lyle E. Brennan

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.

1898472

(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.

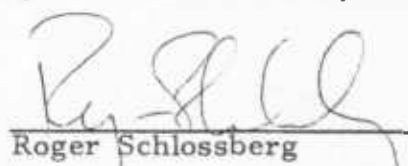
NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporation and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(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 3rd day of July, 1985, and I acknowledge the same to be my voluntary act and deed.


Witness

 (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
I.S.M., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

JULY 08, 1985 AT 04:00 P. O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2732, FOLIO 000342 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u>	\$ _____
	<u>5.00</u>	
	D1958818	

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Arlison



A 180687

003414

AMENDED ARTICLES OF INCORPORATION

OF

EXECUTIVE AIR TRAVEL, INC.

Received for Record November 26th, 1985 At 3:24 P.M.

Corporation Liber 34

FIRST: I, Donald R. Mering, whose post office address is 10 Light Street, Baltimore, Maryland 21202, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is EXECUTIVE AIR CHARTER, INC. (the "Corporation").

THIRD: The purposes for which the Corporation is formed are to (1) purchase, lease, own, sell, operate, hold out for charter, maintain and otherwise deal in and with aircraft of every class and description, and (2) engage in any other lawful business. The Corporation also shall have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is 3 Hump Road, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Terry L. Randall, 3 Hump Road, Hagerstown, Maryland 21740.

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

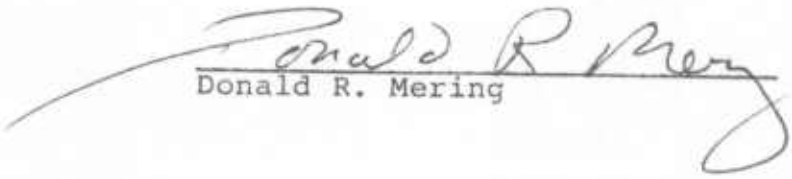
RECORD 5.00
A SUB 52.75
04 7896 11-26 P3:24

51638218

SIXTH: The number of Directors of the Corporation shall be three, until changed as provided by the By-Laws of the Corporation. The names of those who will serve as Directors until the first annual meeting of the stockholders and until their successors are elected and qualify are Terry L. Randall, Howard B. Bowen and Craig Meredith.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland General Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

I certify that I am the sole incorporator named in the Articles of Incorporation and the Amended Articles of Incorporation of the Corporation filed with and approved for record by the Maryland State Department of Assessments and Taxation on May 1, 1985 and May 9, 1985, respectively, and that there is no stock outstanding or subscribed for on the date hereof and I acknowledge these Amended Articles of Incorporation to be my act this 6th day of June, 1985.


Donald R. Mering

jem/RML5/1

AMENDED ARTICLES OF INCORPORATION

OF

EXECUTIVE AIR TRAVEL, INC.

Changing its name to

EXECUTIVE AIR CHARTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 7, 1985 AT 2:19 O'CLOCK P. M. AS IN CONFORMITY
Effective: 5/1/85, at 11:02 AM
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2732, FOLIO 003413 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ _____

RECORDING FEE PAID:

\$ 20.00

5.00

SPECIAL FEE PAID:

\$ _____

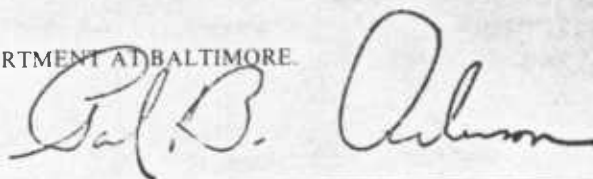
TO THE CLERK OF THE CIRCUIT COURT OF

WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE



A 180233

ARTICLES OF AMENDMENT

Received for Record November 26th, 1985 At 3:24 P.M.
Corporation Liber 34

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 208 South Loudoun 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 August 12, 1982, 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 18,850,000 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 13,400,000 shares without nominal or par value are Common Stock.

Second: The Board of Directors of the Corporation on February 7, 1985, 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 June 17, 1985, Allegheny Power System, Inc., the holder of all 11,775,000 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 11,775,000 shares of said stock, to the adoption of the aforesaid resolution. The holders of all 823,831 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 18,525,000 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 13,075,000 shares without nominal or par value were Common Stock.

5.00
57.75
11-26 PG:24

(b) The total number of shares of all classes of stock of the Corporation as increased is 18,850,000 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 13,400,000 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 June 20, 1985.

THE POTOMAC EDISON COMPANY

By

Paul M. Hearty
Vice President

(SEAL)

Attest:

William H. MacLean
Secretary

STATE OF MARYLAND)
) ss:
COUNTY OF WASHINGTON)

I HEREBY CERTIFY that on June 20, 1985, 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 William 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.



Sheila W. Storer
Notary Public

My commission expires July 1, 1986

ARTICLES OF AMENDMENT
OF
THE POTOMAC EDISON COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 21, 1985 AT 2:10 O'CLOCK P. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2732, FOLIO 003351 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 120.00

RECORDING FEE PAID:
\$ 20.00
5.00

SPECIAL FEE PAID:
\$ _____

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Auburn



A 180205

ARTICLES OF INCORPORATION

ROY C. KLINE CONTRACTORS, INC.

Received for Record November 26th, 1985 At 3:24 P.M.
Corporation Liber 34

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

RECORD 5.00
A SUB 62.75
04 7898 11-28 PJ:24

FIRST: I, Roy C. Kline, whose post office address is 3 West Lee 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 ROY C. KLINE CONTRACTORS, 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 business of construction services; 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 3 West Lee Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roy C. Kline, 3 West Lee Street, 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 1,000 shares of stock of \$100.00 par value.

SEVENTH: The Corporation elects to have no Board of Directors.

Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Roy C. Kline.

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

51798016

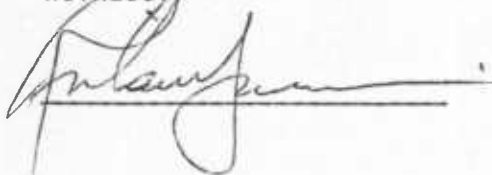
Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

(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 day of June, 1985, and I acknowledge the same to be my act.

WITNESS:





Roy C. Kline

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

I HEREBY CERTIFY, That on this 24th day of June, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Roy C. Kline and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.


Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
ROY C. KLINE CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 27, 1985 AT 11:14 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 3 2728, FOLIO 002657 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ <u>20</u>	\$ <u>20</u> 5.00	\$ _____
	D1749908	

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Carlson



THE RED BYRD RESTAURANT & MOTEL, INC.

Received for Record November 26th, 1985 At 3:25 P.M.

Corporation Liber 34

ARTICLES OF INCORPORATION

RECORD 5.00
A SUB 67.75
04 7899 11-26 13:25

FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is 81 West Washington Street, 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 The Red Byrd Restaurant & Motel, Inc.

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

1. To engage in the operation of a restaurant, motel, and banquet business and to conduct all activities and render all services related to or incidental to such ventures.

2. To acquire real property by purchase, lease or otherwise, to erect, repair and maintain hotel and motel buildings, garages and other structures thereon to conduct general hotel, motel, restaurant, banquet and cafe businesses. To establish, maintain, and operate novelty shops, garages, tennis courts, swimming pools, convenience stores, gas pumps, bingo games, and all manner of services for motel, restaurant, and banquet customers.

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.

51778289

✓ FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 1, P.O. Box 20, (Maryland Route 34), Keedysville, Maryland 21756. The name and post office address of the Resident Agent of the Corporation in Maryland is Wendell R. Jeno, Route 1, Box 20, (Maryland Route 34), Keedysville, Maryland 21756. 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, with a par value of Ten (\$10.00) Dollars per share.

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:

Larry Kerns
Wendell R. Jeno
Joseph J. Jeno
Edward P. Sullivan

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 17th day of June, 1985.

WITNESS:

Nancy C. Baya

E. Kenneth Grove, Jr.
E. Kenneth Grove, Jr.

ARTICLES OF INCORPORATION
OF
THE RED BYRD RESTAURANT & MOTEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 26, 1985 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2728, FOLIO 4 002107, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20
5.00

SPECIAL FEE PAID:
\$

D1948553

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Quinn



A 179718

Received for Record November 26th, 1985 At 3:25 P.M.

Corporation Liber 34

ARTICLES OF INCORPORATION

JEFFERSON COUNTY TOWING & RECYCLING, INC.

RECORD 5.00
A SUB 72.75
04 7900 11-26 13:25

FIRST: I, Edward N. Button, whose post office address is 635 Oak Hill 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.

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

JEFFERSON COUNTY TOWING & RECYCLING, INC.

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

(1) To engage in the business of towing, repairing and servicing all types of new and used automobiles, trucks, and other motor vehicles 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.

(2) 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 this State and in any part of the world; and

(3) To do all and everything necessary, suitable, convenient and proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or incidental to the powers herein named, and carry on any other business which shall at any time appear conducive or expedient for the protection or benefit of the Corporation, either as holders of or interested in, any property or otherwise; with all the powers now or hereafter conferred by the laws of Maryland upon corporations under the act hereinbefore above referred to.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 9, Box 160A, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Susan Stotler, 655 Potomac Avenue, Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

51758275

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 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 name of the Director who shall act until the first annual meeting or until their successors is duly choosen and qualified is: Susan Stotler.

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 19th day of June, 1985, and acknowledged the same to be my act.

WITNESS:

Delores R. Crest

Edward N. Button
EDWARD N. BUTTON

ARTICLES OF INCORPORATION
OF
JEFFERSON COUNTY TOWING & RECYCLING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 24, 1985 AT 09:28 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2728, FOLIO 031772, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 20 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 8.00
D1948009

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Adams



A 179663

Received for record November 26th, 1985 At 3:25 P.M.
Corporation Liber 34

BUTTON, STONE AND McDOWELL, P.A.

ARTICLES OF AMENDMENT

RECORD 5.00
A SUB 77.75
04 7901 11-26 13:25

Button, Stone and McDowell, P.A., a Maryland professional corporation, having its principal office at 635 Oak Hill Avenue, in Hagerstown, Washington County, State of 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 striking out the second paragraph and inserting in lieu thereof the following:

"SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Button, Stone, McDowell and Myers, P.A."

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Button, Stone and McDowell, 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 27th day of June, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of Button, Stone and McDowell, 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:

BUTTON, STONE AND McDOWELL, P.A.

[Signature]
Secretary

[Signature]
President
51798375

ARTICLES OF AMENDMENT

OF

BUTTON, STONE AND McDOWELL, P.A.

Changing its name to

BUTTON, STONE, McDOWELL AND MYERS, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 28, 1985 AT 10:13 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2730, FOLIO 001894, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$ _____

RECORDING FEE PAID:

\$ 20.00

5.00

SPECIAL FEE PAID:

\$ _____

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Auburn



A 179583

Received for Record November 26th, 1985 At 3:26 P.M.
Corporation Liber 34

002265

HISTORIC DEVELOPMENT CORP.

(A Close Corporation Under Title 4 of Corporation and Association Article)

ARTICLES OF INCORPORATION

RECORD 5.00
A SUB 82.75
04 7903 11-26 PM:24

1. Incorporators. The undersigned, Donald K. Hetz, whose post office address is 69 West Side Avenue, Hagerstown, Maryland 21740, Donald B. MacKenzie, whose post office address is Route 1, Box 236, Boonsboro, Maryland 21713, Alfred V. Hobbs, 1132 Fairview Road, Hagerstown, Maryland 21740, and — Lawrence G. Rice, Jr., P. O. Box 328, Falling Waters, West Virginia 25419, 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 Historic Development Corp.

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

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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.

b) To acquire by purchase, lease, or otherwise, and to improve and develop real property. To erect dwellings, apartments 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 Route 1, Box 236, ✓
Boonsboro, Maryland 21713, in the County of Washington. The name and post office address of the resident agent of the Corporation in Maryland are Donald K. Hetz, 69 West Side 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 600 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 four Directors whose names are Donald K. Hetz, Donald B. MacKenzie, Alfred V. Hobbs, and Lawrence G.

002267

Rice, Jr.

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) Donald B. MacKenzie, President
- (2) Lawrence G. Rice, Jr., Vice President
- (3) Donald K. Hetz, Treasurer
- (4) Alfred V. Hobbs, Secretary

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 day of , A.D., 1985.

Donald K. Hetz (SEAL)
Donald K. Hetz

Donald B. MacKenzie (SEAL)
Donald B. MacKenzie

Alfred V. Hobbs (SEAL)
Alfred V. Hobbs

Lawrence G. Rice, Jr. (SEAL)
Lawrence G. Rice, Jr.

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

I HEREBY CERTIFY, That on this 30th day of June, A.D., 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Donald K. Hetz, 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.

Robert L. Smith
Notary Public

My Commission Expires: 7/1/86

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

I HEREBY CERTIFY, That on this 20th day of June, A.D., 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Donald B. MacKenzie, 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.

Joann McLucas
Notary Public

My Commission Expires: 7/1/86

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

I HEREBY CERTIFY, That on this 20th day of June, A.D., 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Alfred V. Hobbs, 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.

Joann McLucas
Notary Public

My Commission Expires: 7/1/86

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

I HEREBY CERTIFY, That on this 21st day of June, A.D., 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Lawrence G. Rice, Jr., 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.

Joann McLucas
Notary Public

My Commission Expires: 7/1/86

ARTICLES OF INCORPORATION
OF
HISTORIC DEVELOPMENT CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 25, 1985 AT 10:42 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2727, FOLIO 002264, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20

SPECIAL FEE PAID:
\$ 5.00

D1946748

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

R. B. Quinn



A 179382

BYERS CLASSICS, INC.

ARTICLES OF INCORPORATION

Received for Record November 26th, 1985 At 3:27 P.M.
Corporation Liber 34

FIRST: The undersigned, Rollin E. Byers, Michael A. Byers, and Joan A. Byers, whose post office addresses are 16 N. Conococheague Street, Williamsport, Maryland; Route 3, Box 230, Williamsport, Maryland; and 16 N. Conococheague Street, Williamsport, Maryland, 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 Byers Classics, Inc.

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

- 1) To establish, maintain, conduct, and operate a company to acquire, buy, sell, exchange, deal and dispose of used automobiles with the purpose to restore, repair, reconstruct, improve, maintain, handle, and store such used automobiles.
- 2) To borrow money and issue evidence of indebtedness in furtherance of any and all of the objects of its business, and to secure the same by mortgage, deed of trust, pledge or other lien.
- 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 any other lawful 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.

RECORD 5.00
A 508 87.75
04 7904 11-26 F3:26

FOURTH: The post office address of the principle office of the Corporation is 16 North Conococheague Street, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Rollin E. Byers, 16 N. Conococheague Street, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

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

51698123

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

SIXTH: The Corporation shall have three (3) directors and Rollin E. Byers, Joan A. Byers, and Michael Byers shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

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 and severally acknowledged the same to be our act on this 5TH day of June, 19 85.

WITNESS:

Boyd Hess

Boyd Hess

Boyd Hess

Rollin E. Byers
Rollin E. Byers

Michael A. Byers
Michael A. Byers

Joan A. Byers
Joan A. Byers

ARTICLES OF INCORPORATION
OF
BYERS CLASSICS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 18, 1985 AT 10:02 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2726, FOLIO 002955 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20
5.00

SPECIAL FEE PAID:
\$

D1943653

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Anderson



A 179170

ARTICLES OF INCORPORATION
FOR
A NON-STOCK CORPORATIONReceived for Record November 26th, 1985 At 3:27 P.M.
Corporation Liber 34

90

FIRST: The undersigned: 1) Nancy Reamy, 2) Ronald G. Leigh, 3) Robert W. Kendle, J
4) John Wallis, whose post office addresses are respectively:
1. 601 Salem Ave., Hag., Md. 21740
2. 936 Linwood Rd., Hag., Md. 21740
3. 220 S. Locust St., Hag., Md. 21740
4. 105 N. Edgewood Dr., #9, Hag., Md. 21740

RECORD 5.00
A SUB 92.75
04 7905 11-26 F3:27

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 is: BULLDOG DETACHMENT INCORPORATED

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

- A. To preserve the traditions and to promote the interests of the United States Marine Corps;
- B. To band those who are now serving in the U.S. Marine Corps and those who have been honorably discharged from that service together in fellowship that they may effectively promote the ideals of American Freedom and democracy;
- C. To fit its members for the duties of citizenship and to encourage them to serve as ably as citizens as they have served the Nation under arms;
- D. To hold sacred the history and memory of the men who have given their lives to the Nation;
- E. To foster love for the principles which they have supported by blood and valor since the founding of the Republic;
- F. To maintain true allegiance to American institutions;
- G. To create a bond of comradeship between those in the service and those who have returned to civil life;
- H. To aid voluntarily and to render assistance to all marines and former marines as well as to their widows and orphans;
- I. To perpetuate the history of the U.S. Marine Corps and by fitting acts to observe the anniversaries of historical occasions of peculiar interest to marines.

FOURTH: The Post Office address of the principal office of the Corporation in Maryland is:
601 Salem Ave., Hag., Md. 21740

The resident agent in Maryland is: Nancy Reamy, 601 Salem Ave., Hag., Md., 21740

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

PAGE ONE

[REDACTED]

51658274

[REDACTED]

ARTICLES OF INCORPORATION
FOR
A NON - STOCK CORPORATION

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

Nancy Reamy
Ronald G. Leigh
Robert W. Kendle, Jr.
John Wallis

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 members: The Corporation:

- A. May charge and collect membership dues and receive contributions of money or property to be devoted to carrying out the purposes of the organization;
- B. May sue or may be sued;
- C. May adopt a corporate seal and alter it at pleasure;
- D. May adopt and alter by-laws not inconsistent with the Constitution and Laws of the United States or any State;
- E. May establish and maintain offices for the conduct of its business;
- F. May appoint or elect officers and agents;
- G. May choose a board of trustees, consisting of four persons, to conduct the business and exercise the powers of the corporation;
- H. May acquire, by purchase, devise, bequest, gift or otherwise, and hold, encumber, convey, or otherwise dispose of such real and personal property as may be necessary or appropriate for its corporate purposes; and
- I. generally may do any and all lawful acts necessary or appropriate to carry out the purposes for which the corporation is created.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these ARTICLES OF INCORPORATION on

5-22-85

, and severally acknowledge the same to be our act.

Nancy Reamy
Nancy Reamy

Ronald G. Leigh
Ronald G. Leigh

Robert W. Kendle, Jr.
Robert W. Kendle, Jr.

John Wallis
John Wallis

ARTICLES OF INCORPORATION
OF
BULLDOG DETACHMENT INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 14, 1985 AT 08:43 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2726, FOLIO 3 002731, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:
\$ 20

RECORDING FEE PAID:
\$ 20 5.00

SPECIAL FEE PAID:
\$

D1943281

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Ashman



A 179133

LAROSE INDUSTRIES, INC.

ARTICLES OF AMENDMENT

Received for Record November 26th, 1985 At 3:27 P.M.

Corporation Liber 34

LaRose Industries, Inc., a Maryland Corporation, having its principal office at 2608 Youngstown Court, 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 statement of election to be a close corporation and from and after the date of acceptance of these Articles of Amendment by the Department, Article 3 of the Charter is hereby deleted in its entirety.

SECOND: The Charter of the Corporation is hereby amended by striking Article 7 and substituting in lieu thereof the following:

The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation, 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 Richard S. Lowry and Ruth Anne Lowry.

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 amendments.

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IN WITNESS WHEREOF, LaRose Industries, 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 June, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of LaRose Industries, Inc., and under 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 his knowledge, information and belief.

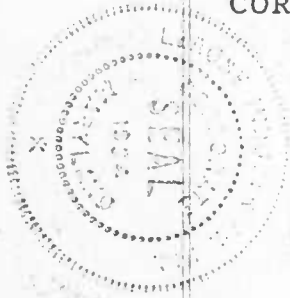
ATTEST:

LAROSE INDUSTRIES, INC.

Ruth Anne Lowry
Ruth Anne Lowry
Secretary

BY: Richard S. Lowry
Richard S. Lowry
President

CORPORATE SEAL:



ARTICLES OF AMENDMENT
OF
LaROSE INDUSTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND JUNE 27, 1985 AT 10:05 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2728, FOLIO 001674, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
\$ _____	\$ <u>20.00</u> <u>5.00</u>	\$ _____

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Quinn



A 179080

AGRICULTURAL AND MECHANICAL ASSOCIATION OF WASHINGTON COUNTY

ARTICLES OF SALE AND TRANSFER

Received for Record November 26th, 1985 At 3:27 P.M.

Corporation Liber 34

THESE ARTICLES OF SALE AND TRANSFER, are entered into this 5th day of June, 1985, by and between Agricultural and Mechanical Association of Washington County, a Maryland corporation, hereinafter referred to as "Transferor", and The Hagerstown Fairgrounds, Inc., a Maryland corporation, hereinafter referred to as the "Transferee".

THIS IS TO CERTIFY:

FIRST: The Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to the Transferee, its successors and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of the Transferee is: The Hagerstown Fairgrounds, Inc., 416 North Mulberry Street, Hagerstown, Maryland, 21740.

THIRD: The Transferor and Transferee corporations are both organized and duly existing under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by the Transferee for the personal property and assets hereby transferred to it as set forth in Article NINTH herein, is Twenty-five Thousand (\$25,000.00) Dollars and the consideration to be paid by the Transferee for the real estate hereby transferred to it as set forth in Article NINTH herein is Five Hundred Twenty-five Thousand (\$525,000.00) Dollars, to be paid

RECORD 8.00
A SUB 105.75
04 7907 11-26 P3:27

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to the Transferor in accordance with the terms and conditions⁰⁰²⁶⁴¹ as set forth in an Agreement of Sale between the two corporations dated February 28, 1985, ~~which Agreement of Sale is incorporated herein by reference thereto.~~

FIFTH: The principal office of the Transferor is 419 North Mulberry Street, Hagerstown, State of Maryland. The only county in which the Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records is Washington County, Maryland.

SIXTH: The location of the principal office of the Transferee in the State of Maryland is 419 North Mulberry Street, Hagerstown, Maryland, 21740.

SEVENTH: The Board of Directors of the Transferor by unanimous written informal action signed by all of the members thereof filed with the minutes of the proceedings of the Board of Directors, duly adopted a resolution declaring that the sale, assignment and transfer of substantially all of the assets of the Transferor as set forth herein is advisable and directing that these Articles of Sale and Transfer to be submitted for action thereon by the stockholders of Transferor by a duly called stockholders meeting, 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 the Transferor.

An action setting forth the approval of these Articles of Sale and Transfer was approved by more than 2/3 of the stockholders of the Transferor entitled to vote thereon at a meeting on February 28, 1985, and written action is filed with the min-

002612

utes of the proceedings of the stockholders of the Transferor, 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 the Transferor.

EIGHTH: As to the Transferee, the sale, assignment and transfer to be effected 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 the Transferee and by the laws of the State of Maryland. *By unanimous vote of shareholders approval was given.*

NINTH: In consideration of the payment to the Transferor of Twenty-five Thousand (\$25,000.00) Dollars in accordance with the terms and conditions of the Agreement, the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign unto the Transferee, its successors and assigns: All inventory, equipment, personal property, and motor vehicles of the Transferor corporation, exclusive of the real estate located in Washington County, Maryland and cash receivables and cash on hand.

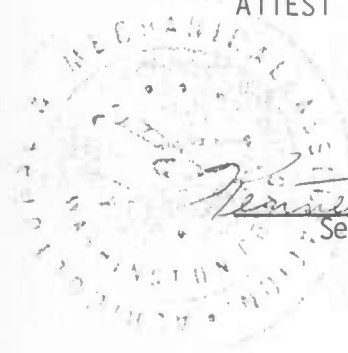
In consideration of the payment to the Transferor of Five Hundred Twenty-five Thousand (\$525,000.00) Dollars in accordance with the terms and conditions of the Agreement, the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign unto the Transferee, its successors and assigns: All real estate and improvements owned by the Transferor located in Hagerstown, Washington County, Maryland and described in Exhibit A attached hereto.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by the Transferor and Transferee in accordance with the laws of the State of Maryland.

IN WITNESS WHEREOF, The Agricultural and Mechanical Association of Washington County and The Hagerstown Fairgrounds, Inc. 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 and attested to by its Secretary this 5th day of June, 1985.

ATTEST AS TO SEAL:

THE AGRICULTURAL AND
MECHANICAL ASSOCIATION OF
WASHINGTON COUNTY



Terrence M. Green
Secretary

BY: Lewis M. Renner
President
Lewis M. Renner

THE HAGERSTOWN FAIRGROUNDS,
INC.

Richard B. Bowers
Secretary

BY: Edward N. Snook (SEAL)
President
Edward N. Snook

ACKNOWLEDGMENT

The undersigned President of The Agricultural and Mechanical Association of Washington County, 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 AGRICULTURAL AND MECHANICAL
ASSOCIATION OF WASHINGTON COUNTY,
INC.

BY: Lewis M. Renner
President
Lewis M. Renner

ACKNOWLEDGMENT

The undersigned President of The Hagerstown Fairgrounds, 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 HAGERSTOWN FAIRGROUNDS, INC.

BY: Edward N. Snook (SEAL)
President
Edward N. Snook

Received for Record:
at _____ o'clock _____.M.
Liber _____, folio _____

THIS DEED, Made this 25th day of June, 1985, by the Agricultural and Mechanical Association of Washington County, a Maryland corporation.

WHEREAS, The Agricultural and Mechanical Association of Washington County, a Maryland corporation, has entered into a Contract of Sale to convey substantially all of its assets unto The Hagerstown Fairgrounds, Inc., a Maryland corporation. The Articles of Sale and Transfer have been properly recorded with the Department of Assessments and Taxation for the State of Maryland as required by the Corporations and Associations Article of the Annotated Code of Maryland. All of the real estate described in this deed is fully set forth in the said Articles of Sale and Transfer and the Grantor corporation does hereby confirm, grant and convey unto the Transferee corporation all right, title and interest which the Grantor has in the real estate described.

WITNESSETH: That for and in consideration of the sum of Five Hundred Twenty Five Thousand (\$525,000.00) Dollars, cash in hand paid, and other good and valuable considerations, the receipt of which is hereby acknowledged, the said Grantors do hereby grant and convey unto The Hagerstown Fairgrounds, Inc., a Maryland corporation, all the following described lot or parcel of ground, together with the improvements thereon and all rights, ways, waters, privileges and appurtenances thereunto belonging or in anywise appertaining, situate in Washington County, Maryland, and being more particularly described as follows:

PARCEL "A": Main Grounds as fenced - Situate along the East side of North Mulberry Street and the East end of Fairground Avenue, along the Northwest side of Security Road, formerly known as Paper Mill Road, along the West side of Cleveland Avenue and along the Northeast side of North Cannon Avenue, in Hagerstown, Washington County, Maryland and being more particularly described as follows: Beginning at the intersection of the East marginal line of North Mulberry Street with the North marginal line of North Cannon Avenue, and running thence along said East marginal line North 32 degrees 40 minutes East 247.61 feet to the South margin of a public alley, thence leaving Mulberry Street and running along the South margin of said alley South 58 degrees 00 minutes East 92.24 feet to the East margin of an intersecting public alley, thence binding on said alley North 35 degrees 52 minutes East 1448.97 feet to the South margin of another intersecting alley, thence binding on said alley and running along the North side of the existing fence South 62 degrees 58 minutes East 485.02 feet to a post, thence crossing said alley and continuing with the existing fences North 27 degrees 04 minutes East 122.0 feet to a post, thence South 62 degrees 58 minutes East 146.63 feet to a point, thence South 27 degrees 04 minutes West 122.0 feet to the South side of the aforementioned alley, thence along said alley and the existing fence South 63 degrees 05 minutes 56 seconds East 423.55 feet to a post, thence North 25 degrees 44 minutes 30 seconds East 70.97 feet to a post, thence South 68 degrees 49 minutes 25 seconds East 464.46 feet to a post, thence South 25 degrees 20 minutes 52 seconds West 608.86 feet to a post, thence South 66 degrees 40 minutes 16 seconds West 35.70 feet to a

00346

post, thence South 19 degrees 46 minutes 35 seconds West 280.33 feet to a post, thence South 80 degrees 40 minutes 06 seconds East 42.52 feet to a post, thence continuing along the existing fence and binding on the parcel of land described as a perpetual right-of-way or easement conveyed to The City of Hagerstown for the purpose of widening Security Road by deed dated April 25, 1962 and recorded in Liber No. 379, folio 354, of the Washington County Land Records South 26 degrees 21 minutes West 246.4 feet to a point, thence by a curve to the right having a radius of 213.0 feet for a distance of 223.86 feet, the chord being South 56 degrees 27 minutes 58 seconds West 213.70 feet to a point, thence South 86 degrees 34 minutes West 558.40 feet to a point, thence South 79 degrees 44 minutes West 193.89 feet to a point, thence along the West side of Cleveland Avenue South 13 degrees 17 minutes West 124.24 feet to the Northeast margin of a public alley, thence along the margin thereof North 70 degrees 31 minutes 01 seconds West 154.92 feet to a post, thence crossing said alley and running along the existing fences South 13 degrees 01 minutes 14 seconds West 142.55 feet to a post, thence along the Northeast marginal line of Wood Street North 74 degrees 52 minutes 53 seconds West 302.65 feet to a post, thence North 13 degrees 31 minutes 52 seconds East 165.57 feet to a post, thence continuing along the existing fence North 66 degrees 42 minutes 21 seconds West 467.98 feet to the Northeast marginal line of North Cannon Avenue, thence along said marginal line by a curve to the left having a radius of 152.50 feet for a distance of 212.33 feet, the chord being North 17 degrees 16 minutes 46 seconds West 195.59 feet to a point, and North 57 degrees 10 minutes West 160.67 feet to the place of beginning; Containing 65.35 acres of land, more or less; Being all of the following parcel of land conveyed to the Agricultural and Mechanical Association of Washington County by:

1. George Summers and Sophia Summers, his wife, by deed dated March 27, 1880 and recorded in Liber No. 79, folio 119,
 2. George W. Harris and Catherine E. Harris, his wife, by deed dated March 31, 1880 and recorded in Liber No. 79, folio 146,
 3. Samuel W. Cost and Catherine Cost, his wife, by deed dated April 5, 1884 and recorded in Liber No. 85, folio 503,
 4. Thomas Grady and Catherine Grady, his wife, by deed dated April 8, 1884 and recorded in Liber No. 85, folio 503,
 5. Thomas Grady and Catherine Grady, his wife, by deed dated May 1, 1906 and recorded in Liber No. 124, folio 18,
 6. Mary E. Miller, widow, by deed dated May 11, 1906 and recorded in Liber No. 124, folio 46,
 7. Pangborn Corporation by deed dated July 28, 1947 and recorded in Liber No. 245, folio 395, for four lots along Valley Road together with the bed of the alley between said lots and the main grounds of said Association,
 8. D. Webster Groh et. al by deed dated April 12, 1950 and recorded in Liber No. 257, folio 365,
 9. Margie I. Hoover by deed dated June 23, 1965 and recorded in Liber No. 425, folio 377, for seven lots along Wood Street together with the beds of the alleys lying and being on the North and West sides of said lots,
- Together with parts of land conveyed to said Association by:
10. John Waltemeyer and Ann E. Waltemeyer, his wife, by deed dated September 17, 1883 and recorded in Liber No. 84, folio 559,
 11. Alvin C. Doering and Gertrude C. Doering, his wife, by deed dated May 1, 1947 and recorded in Liber No. 241, folio 231, all of the Washington County Land Records;

Subject to and together with the terms of the Agreement with the Mayor and Council of Hagerstown to install and maintain a sewer line along or near North Mulberry Street dated in January 1918 and recorded in Liber No. 152, folio 578; and subject to the deed of easement dated August 18, 1922 to the Mayor and Council of Hagerstown for the installation and maintenance of a Sanitary Sewer line recorded in Liber No. 164, folio 72; and subject to the deed of easement dated November 1, 1962 to The Hagerstown Gas Company and recorded in Liber No. 386, folio 776, for the purposes of installing and maintaining a gas line across the Association Property; and subject to a deed of easement dated March 26, 1951 to the City of Hagerstown and recorded in Liber 261, folio 439, for the purpose of installing and maintaining an electric power line or lines; and subject to the terms of the agreement in the deed from Alvin C. Doering and Gertrude C. Doering, his wife, to the Agricultural and Mechanical Association of Washington County, dated May 1, 1947 and recorded in Liber No. 241, folio 231, of said Land Records.

PARCEL "B": No. 550 North Mulberry Street - Situate along the East side of North Mulberry Street between North Cannon Avenue and Fairground Avenue, in Hagerstown, Washington County, Maryland and being more particularly described as follows: Being all of Lot 13 on a Plat called "George W. Harris' Addition of Wayside to Hagerstown" recorded in Liber No. 80, folio 709, one of the Washington County Land Records, said lot fronting 41 feet on the East side of North Mulberry Street and extending back therefrom in an Easterly direction with uniform width for a distance of 129.56 feet on the North side and a distance of 127.27 feet on the South side to a public alley and fronting on said alley 41.06 feet, and being the same property that was conveyed by Leon W. Delauter and Mary E. Delauter, his wife, to the Agricultural & Mechanical Association of Washington County, by deed dated September 30, 1958 and recorded in Liber No. 340, folio 184, of said Land Records;

PARCEL "C": No. 309 Valley Road - Situate along the Southwest side of Valley Road approximately 118 feet Southeast from its intersection with Cross Street in Hagerstown, Washington County, Maryland and being more particularly described as follows: Beginning at a point on the Southwest marginal line of Valley Road, said point being at the Northernmost corner of Lot No. 4 on the "Revised Plat of Fairview Addition to Hagerstown" recorded as Washington County Plat No. 174 A in the Office of the Clerk of the Circuit Court for Washington County, Maryland, running thence along the said marginal line of Valley Road South 62 degrees 58 minutes East 60.0 feet to a point, thence leaving Valley Road and running back therefrom through the common party wall within the double dwelling known and designated as numbers 309 and 311 Valley Road, Hagerstown, Maryland South 27 degrees 04 minutes West 110.0 feet to the margin of a twelve foot public alley, thence binding on said alley North 62 degrees 58 minutes West 60.0 feet to a point, thence leaving the alley and running North 27 degrees 04 minutes East 110.0 feet to the place of beginning; Being all of Parcels No. 1 and No. 2 in the deed from William P. Kreykenbohm and Ernest V. Wachs, Trustees, to the Agricultural and Mechanical

Association of Washington County, dated December 8, 1964 and recorded in Liber No. 417, folio 188, of the Washington County Land Records.

PARCEL "D": Lots along Willis Street between Valley Road and Mount Vernon Road including the beds of Willis Street and the ten foot alley but not the bed of Mount Vernon Road although it is included within the fence - Situate along the Northeast side of Valley Road approximately 280 feet Southeast of Cross Street, in Hagerstown, Washington County, Maryland, and being more particularly described as follows: Beginning at a post on the Northeast marginal line of Valley Road, said post being at or near the Westernmost corner of Lot No. 34 on the Revised Plan of Fairview Addition to Hagerstown recorded as Washington County Plat No. 174 A in the Office of the Clerk of the Circuit Court for Washington County, Maryland and running thence back from Valley Road along the existing fence line North 27 degrees 04 minutes East 199.64 feet to the South marginal line of Mount Vernon Road, thence along said marginal line by a curve to the left having a radius of 1233.41 feet for a distance of 419.53 feet, the chord being North 82 degrees 57 minutes 04 seconds East 417.51 feet to a point, thence leaving Mount Vernon Road and running along the existing fence line South 27 degrees 04 minutes West 433.56 feet to the Northeast marginal line of Valley Road, thence along said marginal line North 62 degrees 58 minutes West 345.66 feet to the place of beginning; Containing 2.4 acres of land, more or less; Being all of Lots 17 thru 25 inclusive on the Revised Plan of Fairview Addition recorded as Washington County Plat No. 174 A in the Office of the Clerk of the Circuit Court for Washington County, Maryland, said lots having been conveyed by Joseph D. Baker, Sheriff, to the Agricultural and Mechanical Association of Washington County by deed dated March 31, 1948 and recorded in Liber No 246, folio 515, combined with all of Lots 26 thru 34 inclusive on the aforementioned Plan of Fairview Addition which lots were conveyed as Parcels No. 2 and No. 3 of the deed from The Pangborn Corporation to the Agricultural and Mechanical Association of Washington County dated June 30, 1964 and recorded in Liber No. 411, folio 82, two of the Land Records of Washington County, Maryland combined also with the beds of Willis Street and the bed of the ten foot alley between Valley Road and Mount Vernon Road as shown on the aforementioned Plan.

PARCEL "E": Situate along the West side of North Cleveland Avenue approximately 80 feet Northward from Wood Street, in Hagerstown, Washington County, Maryland, and being more particularly described as follows: Beginning at an iron pin on the West marginal line of Cleveland Avenue, said pin being North 13 degrees 17 minutes East 80.28 feet from the intersection of said marginal line with the North marginal line of Wood Street and 4.5 feet West of the West curb line of North Cleveland Avenue, and running thence back from Cleveland Avenue parallel with Wood Street North 74 degrees 52 minutes 53 seconds West 75.0 feet to an iron pin, thence parallel with the division line between Lots No. 24 and No. 25 on the Plat of Armstrong's Sub-division of Grady's Land recorded as Washington County Plat No. 111 in the Office of the Clerk of the Circuit Court for Washington County, Maryland, North 13 degrees 01 minutes 14 seconds East 46.01 feet to an iron pin on the South marginal line of the ten foot alley shown on said plat, thence along said marginal line South 70 degrees 31 minutes 01 seconds East 75.63 feet to a nail in the macadam, thence along the West marginal line of North Cleveland

Avenue South 13 degrees 17 minutes West 40.23 feet to the place of beginning; Containing 3236 square feet of land, more or less;

Together with all the right, title and interest of Clarence W. Cline in and to the bed of the aforementioned alley which lies between the above described property and the property of the Agricultural and Mechanical Association of Washington, County, as spelled out in the deed hereinafter defined, Saving and excepting from the above the easement 3 feet in width conveyed by the said Clarence W. Cline to The City of Hagerstown by deed of easement dated November 15, 1961 and recorded in Liber No. 375, folio 577, and being part of the property that was conveyed by Clarence W. Cline to the Agricultural and Mechanical Association of Washington County, by deed dated June 5, 1964 and recorded in Liber No. 408, folio 762, two of the Land Records of Washington County, Maryland.

PARCEL "F": Situate along the Southwest side of North Cannon Avenue approximately 130 feet southeast from its intersection with North Mulberry Street, in Hagerstown, Washington County, Maryland and being more particularly described as follows: Beginning at the intersection of the Northwest marginal line of North Cannon Avenue with the second or South 68 degrees East 18.9 perch line of the deed from John Waltemeyer and Ann E. Waltemeyer, his wife, to the Agricultural and Mechanical Association of Washington County dated September 17, 1883 and recorded in Liber No. 84, folio 559, one of the Land Records of Washington County, Maryland, and running thence along the marginal line of North Cannon Avenue by a curve to the left having a radius of 112.5 feet for a distance of 156.21 feet, the chord being North 17 degrees 23 minutes 17 seconds West 143.96 feet to a point, and North 57 degrees 10 minutes West 41.07 feet to intersect the first line of the aforementioned deed, thence leaving North Cannon Avenue and running back therefrom with the remainder of said first line South 21 degrees 02 minutes West 115.14 feet to a point, thence with part of the second line South 66 degrees 18 minutes East 129.18 feet to the place of beginning; Containing 11,696 square feet of land or 0.268 acres, more or less; Being all of the land lying and being Southwest of North Cannon Avenue that was included in the aforementioned deed from John Waltermeyer and Ann E. Waltemeyer, his wife, dated September 17, 1883 and recorded in Liber No. 84, folio 559, of the said Washington County Land Records.

The above described property is conveyed subject to all conditions, restrictions, easements and rights of way of record.

And the said Agricultural and Mechanical Association of Washington County, a Maryland corporation, does hereby covenant that it will warrant generally the property hereby conveyed, except as to the aforementioned conditions and restrictions, and that it will execute such other and further assurances as may be requisite and necessary.

Pursuant to the Real Property Volume, Section 14-113 of the Annotated Code of Maryland, Lewis M. Renner, President of the Agricultural and Mechanical Association of Washington County, does hereby certify that this conveyance is a part of a transfer of all or substantially all the property and assets of the corporation Grantor herein.

IN WITNESS WHEREOF, the Agricultural and Mechanical Association of Washington County, has caused this deed to be executed by Lewis M. Renner, its President, and its corporate seal duly affixed hereto and attested by its Secretary.

WITNESS AND ATTEST
TO CORPORATE SEAL:

AGRICULTURAL AND MECHANICAL ASSOCIATION
OF WASHINGTON COUNTY

S/ Kenneth M. Green
Secretary

Lewis M. Renner (SEAL)
Lewis M. Renner, President

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

I HEREBY CERTIFY, That on this 25th day of June, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lewis M. Renner, President of the Agricultural and Mechanical Association of Washington County, and acknowledged the foregoing deed to be the act and deed of the said corporation, and that the actual consideration paid or to be paid for the foregoing conveyance, including the amount of any mortgage or deed of trust assumed by the Grantee, is in the sum total of Five Hundred Twenty Five Thousand (\$525,000.00) Dollars.

WITNESS my hand and Official Notarial Seal.

S/ Richard W. Lauricella

My Commission Expires:

July 1, 1986

THIS IS TO CERTIFY, That the within instrument was prepared by or under the supervision of the undersigned, an attorney duly admitted to practice before the Court of Appeals of Maryland.

S/ Edwin H. Miller

Edwin H. Miller, Attorney

ARTICLES OF SALE, AND TRANSFER

BETWEEN

THE AGRICULTURAL AND MECHANICAL ASSOCIATION OF WASHINGTON COUNTY
(MD CORP.) TRANSFEROR

AND

THE HAGERSTOWN FAIRGROUNDS, INC. (MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND JUNE 26, 1985 AT 11:09 O'CLOCK A. M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.RECORDED IN LIBER 2727, FOLIO 002634 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:

\$

Cert. of Conv.-Wash. Co.-Land Rcds.

RECORDING FEE PAID:

\$ 32.00

4.00

36.00

8.00

SPECIAL FEE PAID:

\$

TO THE CLERK OF THE CIRCUIT COURT OF WASHINGTON COUNTY

drb

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE



A 179029

ARTICLES OF INCORPORATION

BEST ENTERPRISES, INC.

Received for Record November 26th, 1985 At 3:27 P.M.
Corporation Liber 34

FIRST: I, Gorman V. Palmer, whose post office address is 400 Forest 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 "BEST ENTERPRISES, INC.".

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

RECORD 5.00
A 508 110.75
C 7908 11-26 1985

(1) To engage in home improvements, plumbing and retail sale of plumbing 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 400 Forest Drive, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gorman V. Palmer, 400 Forest 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 10,000 shares of common stock, without par value.

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) except that

(1) If there is not stock outstanding, the number of Directors may be less than four (4), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than four (4) Stockholders, the number of Directors may be less than four (4) 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: Gorman V. Palmer, Percy Pryor, Terry E. Morse, and Richard Layton.

51658220

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 May, 1985, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Gorman V. Palmer
Gorman V. Palmer

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

I HEREBY CERTIFY, That on this 23rd day of May, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gorman V. Palmer and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose
Notary Public



My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
BEST ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
JUNE 13, 1985 12:15 P.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2726, FOLIO 000065 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 40
RECORDING FEE PAID: \$ 20
SPECIAL FEE PAID: \$
D1941574 5,00

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF
IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

G. B. Quinn



A 178844

REID'S ELEVATOR SERVICE & SALES, INC.

ARTICLES OF INCORPORATION

Received for Record November 26th, 1985 At 3:28 PM
Corporation Liber 34

RECORD 5.00
A SUB 115.75
PM 7709 11-26 1985

FIRST: I, GARY ALLEN REID, whose post office address is Route #3, Box 28, Williamsport, Maryland 21795, 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 Reid's Elevator Service & Sales, Inc.

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

(1) To establish, manage, conduct, and carry on any and all operations necessary or incidental to the manufacture, production, sale, distribution, and maintenance of elevators, hoists, and other similar kindred apparatus; and to conduct a general business for repairing, installing, and maintaining electric or hydraulic elevators, and elevators of every kind, make, and description.

(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 601, 173 Greenberry Road, Hagertown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, Esquire, 81 West

51688466

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 Cororation has authority to issue is twenty thousand (20,000) 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, 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: Gerald Orie Reid, Orie Reid, and Gary Allen Reid.

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 stocks of any class or classes, whether now or hereafter authorized.

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

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

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

Directors under the General Laws of the State of Maryland now or hereafter in force.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31st day of May, 1985, and I acknowledge the same to be my act.

Gary Allen Reid
Gary Allen Reid

ARTICLES OF INCORPORATION
OF
REID'S ELEVATOR SERVICE & SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
JUNE 17, 1985 10:00 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2725, FOLIO 003689, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: \$ 80 RECORDING FEE PAID: \$ 20 SPECIAL FEE PAID: \$ 5.00

D1941418

WASHINGTON
TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Paul B. Quinn



A 178828

Received for Record November 26th, 1985 At 3:28 P.M.
Corporation Liber 34

D.L.H. ASSOCIATES, INC.
ARTICLES OF INCORPORATION

001526

1985 JUN 15

RECORDED

120.75

7910 11-26 P3428

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 D.L.H. Associates, Inc.

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

(1) To engage in the business of importation and distribution and sales of products and merchandise; 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 410 Spring Hill Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is David L. Handler, 410 Spring Hill 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 one, which number may be increased or decreased 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 (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 is:

David L. Handler

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

51658296

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 13th day of June, 1985, and I acknowledge the same to be my voluntary act and deed.


Witness

 (SEAL)
Roger Schlossberg

ARTICLES OF INCORPORATION
OF
D.L.H. ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
JUNE 15, 1985 09:17 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2725, FOLIO 001525, OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID: 20
\$ _____
RECORDING FEE PAID: 20
\$ _____
SPECIAL FEE PAID: _____
\$ _____

D1940782

WASHINGTON

TO THE CLERK OF THE CIRCUIT COURT OF

IT IS HEREBY CERTIFIED, THAT 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 DEPARTMENT AT BALTIMORE.

Gal B. Anderson



A 178765