RECEIVED FOR RECORD DECEMBER 9, 1985 at 10:53 corporation liber 35
RECORD 5.00
#3747CHCK 5.00
01985 12-09A10:5

EARTHLAND, INC.

ARTICLES OF REVIVAL

First: The name of the corporation at the time of the charter was forfeited was EARTHLAND, INC.

Second: The name which the corporation will use after the revival is CANDLEMAS, INC.

Third: The name and address of the resident agent are Dorothy E. Werder, Candlemas Farm, Williamsport, MD 21795.

Fourth: These Articles of Revival are for the purpoce of reviving the charter of the corporation.

Fifth: At or prior to the fling 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.

Sixth: The address of the principal office in this state is Candlemas Farm, Williamsport, MD 21795.

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.

Robert H. Werder
Last Acting President
(or Vice-President)

Dorothy E. Werder
Last Acting Secretary
(or Treasurer)

1975

52088540

AFFIDAVIT

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

Richard H. Werder

Richard H. Werder

I hereby certify that on July 2, 1985 before me, the subscriber, a notary public of the State of Maryland, in and for Washington County 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

Carolyn J. Mullen

My Commission expires July 1, 1986

ARTICLES OF REVIVAL,

OF

EARTHLAND, INC.

Changing its name to

CANDLEMAS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 22, 1985 AT 2:03 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2736, FOLIO 000428 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.

Paul B. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 181500

RECEIVED FOR RECORD DECEMBER 9,. 1985 at 10:55oclock am liber 35
000582

ARTICLES OF REVIVAL
BURKHOLDER FLOOR COVERING, INC.

RECORD 5.00
A 8743CHCK 5.00
01955 12-09A10:55

Burkholder Floor Covering, Inc., a Maryland close 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 Burkholder Floor Covering, Inc..

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to the these Articles of Revival shall be Burkholder Floor Covering, 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 2039 Pennsylvania Ave. Hagerstown, 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 forefeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland are John E. Burkholder, 304 Garden Spot Drive, 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

[redacted]

corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 29 day of May, 1985.

ATTEST: BURKHOLDER FLOOR COVERING, INC.

Jean Marie Burkholder By: John E. Burkholder
Last Acting Secretary John E. Burkholder
Last Acting President

THE UNDERSIGNED, the last acting President and Secretary of Burkholder Floor Covering, 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: 5-29-85 John E. Burkholder
John E. Burkholder
Last Acting President

Jean Marie Burkholder (SEAL)
Jean Marie Burkholder
Last Acting Secretary

000584

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, JOHN E. BURKHOLDER, PRES. of BURKHOLDERS, 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.

John E Burkholder
JOHN E. BURKHOLDER PRES
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on 05/29/85 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for
WASHINGTON personally appeared
(insert name or county for which notary is appointed)
JOHN E. BURKHOLDER 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 07-07-86.

52038152

7

ARTICLES OF REVIVAL

OF

BURKHOLDER FLOOR COVERING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 22, 1985 AT 10:19 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2736, FOLIO 000581 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 181599

REceived For Record December 9, 1985 at 10:55 o'clock am liber 35

8

RECORD 5.00
A 001330 5.00
01985 12-09A10:55

THE ALTERNATIVE, Inc.

ARTICLES OF INCORPORATION

1985 DEC 9 A 10: 0

The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Law of the State of Maryland do hereby certify:

FIRST: The undersigned Charles R. Wainwright, Katherine L. Kelsey, Petrea H. Williams, whose addresses are, respectively, Route 9, Box 169, Hagerstown, Maryland 21740; 1024 Brinker Drive, Apartment #101, Hagerstown, Maryland 21740; 1901 Downsville Pike, Apartment #34, Hagerstown, Maryland, 21740, 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 ALTERNATIVE, Inc.

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

1) To provide continuing education and humanitarian support to people over 21 years of age who are Divorced, Widowed, Seperated, or Never married; utilizing the theoretical constructs of Transactional Analysis (a psychological theory of human inter-personal communication) which describes three Ego states: Our Parent, Our Adult, and Our Child.

2) To provide educational programs, group discussions, and activities which will enhance people in getting to an "I'M O.K.; YOU'RE O.K." position and reinforce that it is O.K. to both need and want those things essential to Our Child's survival (warmth, caring, recognition, respect, love, friendship); to help individuals replace any parts of the Parent which are unhealthy; and to educate the Adult to facts about the self which will allow for self-improvement and personal growth.

3) To conduct seminars, educational programs, and activities relevant to Divorce, Widowhood, Singleness, Child-Rearing as a single parent, relationships, and self-improvement.

4) To be organized exclusively for charitable, religious, humanitarian, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 or its successor sections in subsequent revenue codes.

5) To conduct any activities not inconsistent with the By-Laws of the Corporation, Titles 1-11 of Article CA of the Annotated Code of Maryland, and Section 501 (c) (3) of the Internal Revenue Code of 1954 or its successor sections in subsequent revenue codes.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1901 Downsville Pike, #34, Hagerstown, Maryland 21740

The name and Post Office adress of the registered agent of the Corporation in Maryland is Katherine L. Kelsey, 1024 Brinker Dr. #101, Hagerstown, Maryland 21740

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

51978133

SIXTH: The number of Directors of the Corporation shall be not less than three and not more than ten, which numbers 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 Charles R. Wainwright, Katherine L. Kelsey, and Petrea H. Williams.

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

1) Unless otherwise provided by law, its Charter, or its By-Laws, the Corporation shall have the general powers as set forth in #101 of Subtitle 1 of Title 2 of Article CA of the Annotated Code of Maryland.

2) Present and future Directors, Officers, Employees, and agents of the Corporation are hereby indemnified pursuant to #418 of Subtitle 4 of Title 2 of Article CA of the Annotated Code of Maryland.

3) No part of the earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions if 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 its successor sections in subsequent revenue codes or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or its successor sections in subsequent revenue codes.

4) 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 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 its successor sections in subsequent revenue codes, 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 to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes,

EIGHTH: The Duration of the Corporation shall be perpetual.

In witness whereof, we have signed these Articles of Incorporation on JULY 14th 1985, and severally acknowledge the same to be our act.

Chas R W
CHARLES R. WAINWRIGHT

Petrea H. Williams
PETREA H. WILLIAMS

Katherine L. Kelsey
KATHERINE L. KELSEY

10

ARTICLES OF INCORPORATION
OF
THE ALTERNATIVE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
JULY 16, 1985 10:01 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2736, FOLIO 001329 OF THE RECORDS OF THE STATE

DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$
	5.00	
	D1967991	

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 181688

11

REceived For Record December 9, 1985 at 10:55 o'clock am corporation liber 35

RECORD 5.00
A 87500CHCK 5.00
01985 12-09A10:55

001376

ARTICLES OF INCORPORATION

OF

APPALACHIAN BUILDERS, INC.

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:

APPALACHIAN BUILDERS, INC.

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 and carry on a home construction business.

(b) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, exchange, let or in any manner encumber or dispose of real

51928371

property wherever situated.

(c) To expressly possess all purposes set forth in a general incorporation laws of the State of Maryland.

(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 covenient 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 5 Young Avenue, Boonsboro, Maryland 21713.

The statutory resident agent of the Corporation shall be Penny Raye Cline, whose post office is 5 Young Avenue, Boonsboro, Maryland 21713.

Penny Raye Cline 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 threee 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: Penny Raye Cline, Michael Dennis Cline and Donald B. Howe.

ARTICLE VI

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 coversion 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 APPALACHIAN BUILDERS, INC., 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 9th day of July, 1985.

WITNESS:

_____

_____
J. Gregory Hannigan
123 West Washington Street
Hagerstown, Maryland 21740
Phone: (301)733-7970

ARTICLES OF INCORPORATION
OF
APPALACHIAN BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
JULY 11,1985 09:49 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2736, FOLIO 001375 OF THE RECORDS OF THE STATE
DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40	$ 20 5.00	$

D1968064

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. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 181695

RECORDS 5.00
A 8751CHCK 5.00
01985 12-09A10:55

17

RECEIVED FOR RECORD DECEMBER 9, 1985 at 10:55 o'clock am Liber 35

ARTICLES OF AMENDMENT
FOR
WINNER'S EDGE, INC.

002092

WINNER'S EDGE, INC., a Maryland Corporation, having its principal office at Pearl Vision Center, Valley Plaza Shopping Center, Halfway Boulevard, 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 adding to Article SEVENTH, sub-sections 3, 4 and 5, which follow:

(3) The Board of Directors is hereby prohibited from making any issuances of shares of the Corporation without the prior written approval of Pearle Vision Center, Inc.

(4) The transfer of shares of the Corporation is hereby prohibited without the prior written approval of Pearle Vision Center, Inc.

(5) The Corporation is hereby prohibited from engaging in any business activity other than that which is directly related to the operation of the Pearle Vision Center Franchise.

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 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 Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, WINNER'S EDGE, 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 May, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of WINNER'S EDGE, INC. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowlege, information and belief.

ATTEST:

Secretary

WINNER'S EDGE, INC.

BY: Irene Schroyer, President

52108339

ARTICLES OF AMENDMENT

OF

WINNER'S EDGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 26, 1985 AT 2:31 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2737, FOLIO 002091 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 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. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 181957

RECEIVED FOR RECORD DECEMBER 9., 1985 at 10:56 o'clock am corporation Liber 35

003258

ARTICLES OF INCORPORATION

OF

TASTEE FREEZE ENTERPRISES, INC.

RECORD 5.00
A 8752CHCK 5.00
01985 12-09A10:56

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 TASTEE FREEZE ENTERPRISES, 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, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, 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.

(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 director; G. Jeffery Kerns shall act as such until the first annual meeting, or until his successor is 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 pecuniarly 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 by 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 23rd day of July, 1985.

G. Jeffery Kerns

STATE OF MARYLAND, COUNTY OF WASHINGTON

THIS IS TO CERTIFY that on the 23rd day of July, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared G. Jeffery Kerns, the aforegoing 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

NOTARY PUBLIC

ARTICLES OF INCORPORATION
OF
TASTEE FREEZE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 24, 1985 AT 11:27 A. O'CLOCK M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2737, FOLIO 003257, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

5.00

D1973569

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 182203

24

RECEIVED FOR RECORD DECEMBER 9, 1985 at 10:56 o'clokc am corporation liber 35
001821

RECORD 5.00
A 875JCHCK 5.00
01985 12-09A10:56

ARTICLES OF INCORPORATION

OF

ALPHIN AVIATION SALES, LTD.

(A CLOSE CORPORATION, ORGANIZED PURSUANT to TITLE FOUR of the CORPORATIONS and ASSOCIATIONS ARTICLE of the ANNOTATED CODE OF MARYLAND)

1985 JUL 24 A 11:4

FIRST: I, MARY BETH ALPHIN, whose address is Route 8, Box 251-B, Hagerstown, Maryland, 21740, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is Alphin Aviation Sales, Ltd.

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

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

(1) The buying, selling, and leasing of aircraft, aircraft and components and parts at either wholesale or retail.

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

(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.

ensen & Jorgensen
TTORNEYS AT LAW
WEST MAIN STREET
OLETOWN, MD 21769
(301) 293-2212

52058297
~~52058252~~
~~52058253~~

FIFTH: The address of the principal office of the Corporation in this State is Route 8, Box 248, Hagerstown, Maryland, 21740. The name and address of the resident agent of the Corporation in this State are Mary Beth Alphin, Route 8, Box 251-B, Hagerstown, Maryland, 21740. Said resident is an individual actually residing in this State.

Same as P.O.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, without par value.

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

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.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Director and stockholders.

Jorgensen & Jorgensen
ATTORNEYS AT LAW
215 WEST MAIN STREET
MIDDLETOWN, MD 21769
(301) 293-2212

(1) 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 businesses shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter.

(2) The Corporation reserves the right from time to time to make 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 all the holders of stock at the time outstanding by a vote at a meeting or in writing with or without the 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 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 according to their respective holdings thereof.

ELEVENTH: The duration of the Corporation shall be perpetual.

nsen & Jorgensen
TORNEYS AT LAW
WEST MAIN STREET
LETOWN, MD 21769
(301) 293-2212

001824

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of July, 1985.

WITNESS:

Paul Jorgensen

Mary Beth Alphin
MARY BETH ALPHIN

STATE OF MARYLAND, COUNTY OF WASHINGTON, 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 Mary Beth Alphin, known to me to be the person whose name is subscribed to the aforegoing instrument and acknowledged the aforegoing Articles of Incorporation to be her act and deed.

WITNESS my hand and Official Notarial Seal:

Paul Jorgensen
Notary Public

My Commission Expires 7/1/86

Jorgensen & Jorgensen
ATTORNEYS AT LAW
215 WEST MAIN STREET
MIDDLETOWN, MD 21769
(301) 293-2212

28

ARTICLES OF INCORPORATION
OF
ALPHIN AVIATION SALES, LTD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 24, 1985 AT 10:40 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2738, FOLIO 001820 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 5.50 20	$

D1974468

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. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 182364

002034

Received For record December 9, 1985 at 10:58 o'clock am corporation liber 35

RECORD 5.00
A 8754CHCK 5.00
01985 12-09A10:58

INSURANCE SYSTEMS AGENCY, INC.
ARTICLES OF INCORPORATION

I. The undersigned Christopher J. McCarty and Linda K. McCarty whose post office address is P.O. Box 307, Hancock, Maryland 21750, being at least eighteen years of age, do hereby form a corporation under the general laws of the State of Maryland.

II. The name of the corporation which is hereinafter called the Corporation is Insurance Systems Agency, Inc.

III. The purpose for which the Corporation is formed is as follows:
The sale of all lines of Insurance.

IV. The post office address of the principal office of the Corporation in Maryland is 220 Pennsylvania Avenue, Hancock, Washington County, Maryland 21750. The name and post office address of the resident agent of the Corporation in Maryland is Christopher J. McCarty, 220 Pennsylvania Avenue, Hancock, Washington County 21750.

V. The total number of shares of stock which the COrporation has authority to issue is five (5) shares at a par value of .01¢ a share, all of one class, and having an aggregate par value of Five cents (.05).

VI. The number of directors of the Corporation shall be 2, which may be increased or decreased pursuant to the bylaws of the COrporation, and so long as there are 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 Christopher J. McCarty and Linda K. McCarty.

52108368

INSURANCE SYSTEMS AGENCY, INC.
ARTICLES OF INCORPORATION

VII. The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders.

1. Any stock issued is nontransferable.

VIII. The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation on July 26, 1985, and severally acknowledge the same to be our act.

Christopher J. McCarty

Linda K. McCarty

Linda K. McCarty

ARTICLES OF INCORPORATION
OF
INSURANCE SYSTEMS AGENCY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 29,1985 AT 09:37 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2738, FOLIO 002033 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1974948

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. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 182398

32

REceived For Record December 9, 1985 at 10:58 o'clock am corporation liber 35
002977

RECORD 30.00
A 875SCHCK 5.00
01985 12-09A10:5

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, 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 Western Maryland Shakespeare Company, Ltd.

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 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

52078353

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 carred 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:

To promote the development of interest and general knowledge regarding the works of William Shakespeare; and to engage in any other lawful purpose or business.

FOURTH: The post office address of the principal office of the Corporation in this State is 208 North Locust Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Charles H. Rittenhouse, 208 North Locust Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. same as P.O.

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 numbers 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:

Charles H. Rittenhouse
Roger Schlossberg
Bruce D. Levin
Barry Harbaugh
Richard Weiss

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 arrangment 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, nor 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 propoganda 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 with in 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of July, 1985, and I acknowledge the same to be my act.

Barbara Ann Groff
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION
OF
WESTERN MARYLAND SHAKESPEARE COMPANY, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 26,1985 AT 09:40 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2738, FOLIO 002976 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1975846

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 182488

Received For record December 9, 1985 at 10:59 o'clock am corporation liber 35

ARTICLES OF INCORPORATION 003032

OF

CROWN DISTRIBUTORS, INC.

RECORD 5.00
A 875&CHCK 5.00
01985 12-09A10:59

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Richard S. Lowry, whose post office address is 160 West Washington Street, Suite 201, 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 Crown Distributors, Inc.

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

The wholesale and retail sales of small and major 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.

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

52058245

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

same as P.O.

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 three (3); provided that:

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

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

The name of the director who shall at until the first annual meeting or until his successors are duly chosen and qualifed 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

ER AND ELGIN, P.A.
TTORNEYS AT LAW
RSTOWN, MARYLAND

003034

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 22nd day of July, 1985.

WITNESS:

Donna M. Myers

Richard S. Lowry

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

I HEREBY CERTIFY, that on this 22nd day of July, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard S. Lowry, and acknowledged the execution of the aforegoing 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

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN MARYLAND

ARTICLES OF INCORPORATION
OF
CROWN DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 24,1985 AT 12:00 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2738, FOLIO 003031, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1976646

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. Adkinson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 182496

RECEIVED FOR RECORD December 9, 1985 at 10:59 o'clock am liber 003080

ARTICLES OF INCORPORATION

OF

MERCEDES MANAGEMENT LTD., INC.

RECORD 5.00
A 8757CHCK 5.00
01985 12-09A10:59

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Richard S. Lowry, whose post office address is 160 West Washington Street, Suite 201, 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 Mercedes Management Ltd., Inc.

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

All phases of transactions concerning real estate, including but not limited to, leasing, selling, purchasing, and joint ventures related thereto.

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.

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

52053246

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

Same as P.U.

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 three (3); provided that:

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

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

The name of the director who shall at until the first annual meeting or until his successors are duly chosen and qualifed is Richard S. Lowry.

R AND ELGIN, P.A.
TORNEYS AT LAW
RSTOWN, MARYLAND

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 22nd day of July, 1985.

WITNESS:

Donna M. Myers

Richard S. Lowry

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

I HEREBY CERTIFY, that on this 22nd day of July, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard S. Lowry, and acknowledged the execution of the aforegoing 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

NYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

ARTICLES OF INCORPORATION
OF
MERCEDES MANAGEMENT LTD., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 24, 1985 AT 10:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2738, FOLIO 003079 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$
	5.00	
	D1976737	

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.

Ralph B. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 182505

REceived For Record December 9, 1985 at 11:00 o'clock am liber 35

003085

ARTICLES OF INCORPORATION

OF

FIERO ENTERPRISES, INC.

RECORD 5.00
A 8752CHCK 5.00
01985 12-09A11:00

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Richard S. Lowry, whose post office address is 160 West Washington Street, Suite 201, 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 Fiero Enterprises, Inc.

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

The wholesale and retail sales of small and major 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.

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN MARYLAND

52058244

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

Same as P.O.

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 three (3); provided that:

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

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

The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifed 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

R AND ELGIN, P.A.
TORNEYS AT LAW
RSTOWN, MARYLAND

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 22nd day of July, 1985.

WITNESS:

Donna M. Myers

Richard S. Lowry

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

I HEREBY CERTIFY, that on this 22nd day of July, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard S. Lowry, and personally acknowledged the execution of the aforegoing 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

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

ARTICLES OF INCORPORATION
OF
FIERO ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 24,1985 AT 10:37 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2738, FOLIO 003084, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1976745

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 182506

RECORD 11.50
A 875 CHCK 11.50
01985 12-09A11:00

Received For Record December 9, 1985 at 11:00 o'clock am liber 35

000541

LEWIS MARKET, INC.

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TLANSFER entered into this 31st day of July, 1985, by and between Lewis Market, Inc., a Maryland Corporation,(hereinafter sometimes referred to as the Transferror) and Sun Cheung and Twila J. Cheung, his wife, (hereinafter referred to as Transferee).

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee their heirs and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are:

Sun Cheung and Twila J. Cheung
2 Cheryl Drive
Hagerstown, Maryland 21740

THIRD: The Transferor, Lewis Market, Inc. is a corporation organized under the Laws of the State of Maryland. The Transferee are individuals residing in and having their principal place of business in Washington County, Maryland.

FOURTH: The Transferor corporation has its principal office in the City of Hagerstown, State of Maryland, which is the only county in which the Transferor owns property. The Transferor owns no real estate but owns personal property the title to which could be affected by the recording of a financing statement among the financing statement records maintained by the Clerk of the Circuit Court for Washington County, Maryland.

52198041
52198042

FIFTH: The nature and amount of consideration to be paid by the Transferee for the property and assets hereby transferred to them set forth in Attachment No. 1 hereto is ($62,500.00) Sixty-two Thousand Five Hundred Dollars plus the fair value of the inventory to be transferred herein to be determined at the taking of a count of said inventory by Transferor and Transferee at the time of Settlement. The terms and conditions of the transfer contemplated between the Transferor and Transferee are fully set forth in the agreement annexed hereto as Attachment No. 1 of which the list of property and assets is a part. Said agreement dated July 19, 1985 is hereby incorporated by reference herein.

SIXTH: 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 the sole shareholder of the Transferor and such unanimous written informal action is filed with the minutes of the proceedings.

of the stockholders of the 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: As to the Transferee, they are individuals who have entered into the transfer agreement, annexed hereto as Attachment No. 1 free and voluntarily with advice of counsel.

EIGHTH: In consideration of the payment to the Transferor of Sixty-two Thousand Five Hundred Dollars ($62,500.00) plus the value of inventory in accordance with the terms and conditions of the agreement annexed hereto as Attachment No. 1, the Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, their heirs and assigns, all those properties described in the agreement which is Attachment No. 1 annexed hereto and hereby incorporated by reference herein.

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 Transferee, individually Maryland residents, and 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 performed entirely within the State of Maryland.

IN WITNESS WHEREOF, Lewis Market, Inc. has caused these Articles of Sale and Transfer to be signed and acknowledged in its name and on its behalf by its President and attested by its Secretary, and Sun Cheung and Twila J. Cheung, his wife,

Transferee, have hereunto set their hands and seals as of this 31st day of July, 1985.

LEWIS MARKET, INC.

BY: J. Gordon Lewis

J. Gordon Lewis President

ATTEST:

Secretary

WITNESS:

Ruth M. Hornbaker

Sun Cheung (SEAL)

Twila J. Cheung (SEAL)

THE UNDERSIGNED, President of Lewis Market, Inc. , Transferor who executed on behalf of said corporation the aforegoing 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.

J. Gordon Lewis, President

THE UNDERSIGNED being the Transferees, who executed on their behalf the foregoing Articles of Sale and Transfer of which this certificate is made a part, hereby acknowledge, the aforegoing

Articles of Sale and Transfer to be their act and further certify that, to the best of their knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Sun Cheung

Twila J. Cheung

AGREEMENT

THIS AGREEMENT, made in duplicate this 19 day of July, 1985, by and between J. GORDON LEWIS and LEWIS' MARKET, INC., Individually and T/A LEWIS' MARKET, hereinafter referred to as SELLERS, and SUN CHEUNG and TWILA J. CHEUNG, hereinafter referred to as BUYERS.

WHEREAS, SELLERS are engaged in the business of conducting and operating a grocery store, located at 931 Pennsylvania Avenue, Hagerstown, Maryland, and more commonly known and designated as LEWIS' MARKET; and

WHEREAS, the building and premises located at the above address occupied by LEWIS' MARKET, is owned by VINCENT GROH, 21 Summit Avenue, Hagerstown, Maryland, collectively referred to herein as LANDLORD; and

WHEREAS, SELLERS have agreed to sell to the BUYERS physical assets of the grocery store, including inventory, and the business referred to herein; and

NOW, THEREFORE, in consideration of the mutual covenants, promises and agreements herein contained, it is hereby agreed by and between the parties as follows:

I.

The SELLERS agree to sell to the BUYERS all of their right, title and interest in and to the business known as LEWIS' MARKET, located at 931 Pennyslvania Avenue, Hagerstown, Maryland, including the goodwill thereof, all tangible personal property, furniture and fixtures, supplies and stock-in-trade, inventory, used in connection with the operation of the business referred to herein, and set forth in the same, which is attached hereto and marked

"Exhibit A," and made a part hereof by reference.

Except as otherwise stated herein, the sales does not include cash or accounts receivable, nor does it include accounts payable. Same shall be retained and are hereby retained by the SELLERS as their sole assets and liability.

II.

PURCHASE PRICE

The BUYERS agree to pay to the SELLERS for the property and assets referred to above, a total sum of money not to exceed SIXTY TWO THOUSAND, FIVE HUNDRED DOLLARS ($62,500.00), plus the fair market value, as determined by this Agreement, payable as follows:

The parties agree that the purhcase price shall be paid and allocated as follows:

(A) The BUYERS have paid the SELLERS the sum of FIVE HUNDRED DOLLARS ($500.00), the receipt of which is hereby acknowledged, as earnest money, prior to the execution of this Agreement. The SELLERS shall promptly return the said sum to the BUYERS if any of the conditons specified in this Agreement shall not be met. At the closing the BUYERS shall pay to the SELLERS, the sum of THIRTY NINE THOUSAND, FIVE HUNDRED DOLLARS ($39,500.00). SELLERS agree to accept the remaining sum of TWENTY TWO THOUSAND, FIVE HUNDRED DOLLARS ($22,500.00) plus the value of the inventory in the form of a Promissory Note executed by the BUYERS. The Promissory Note will be for a period of seven (7) years with an interest rate of TEN PERCENT (10%).

(B) The above sum of SIXTY TWO THOUSAND, FIVE HUNDRED DOLLARS ($62,500.00), of the purchase price, is to be allocated as follows:

1. Furniture, Fixtures and Equipment	$ 30,000.00
2. Goodwill	22,500.00
3. Covenant not to compete	10,000.00

(C) The parties understand and agree that the BUYERS will

receive, as a part of the sale, all inventory of the SELLERS business existingon the leased premises at the date of closing. Prior to the date of closing, the SELLERS and the BUYERS, and/or their agents, shall count and list the inventory located on the leased premises and shall arrive at a fair value, at wholesale cost, for the same as of the date of closing. The parties shall endeavor in good faith to come to an agreement as to this amount, recognizing that the BUYERS shall not be obligated to purchase any inventory which is unmarketable or unusable by reason of age or condition. The SELLERS warrant and represent that there will be no charge in or depletion of the inventory counted and listed in the manner provided for above between the date of its valuation and the date and time of closing.

III.

USE OF NAME

The SELLERS agree that the BUYERS shall and do have the right to utilize the name "LEWIS'MARKET," if they so desire, to carry on the future of the business.

IV.

NON-COMPETITION

SELLERS agree that he will not for a period of ten years from the date of this contract own or manage a convenience business within twenty miles of the premises in question.

V.

TAXES

SELLERS do hereby warrant that there are no taxes or assessments of whatsoever nature or kind due and owing to the Federal Government, the State of Maryland, the County of Washington, the City of Hagerstown, or any other subdivision or administrative agency thereof which will affect the operation and maintenance of the business in question.

This revised page is substituted for the original August 14, 1985.

The SELLERS warrant that in the event that there are any such taxes, liens or special assessments, which are in existence now or which may arise in the future, that the BUYERS shall have the option of being held harmless and indemnified under the Hold Harmless provisions of this Agreement, or declaring the Agreement in question null and void and obtaining a complete refund on all sums paid to the SELLERS under this Agreement.

VI.

TITLE

The SELLERS further agree that at the time of the settlement they will execute and deliver to the BUYERS a good and sufficient Bill of Sale, transferring and assigning to the BUYERS all those goods, chattels, fixtures and equipment referred to in the Inventory hereto, free and clear of any taxes, liens, encumbrances, financing agreements, security agreements, whether recorded or unrecorded, and will warrant same with a proper Bill of Sale.

VII.

LICENSES

It is agreed by and between the parties that all licenses of whatsoever nature or kind, held by SELLERS or on their behalf, which may be assigned under the laws of the State of Maryland, shall be assigned by the SELLERS to the BUYERS.

VIII.

COMPLIANCE WITH SUBTITLE 6
OF THE UNIFORM COMMERCIAL CODE
(Bulk Transfers)

Following the execution of this Agreement, the SELLERS shall furnish a list of their existing creditors to the BUYERS, signed and sworn to or affirmed by the SELLERS or their agent. Such list shall contain the names and business addresses of all creditors of the SELLERS, and whether general or secured with the amounts owing when known, and also the names of all persons who are known to the SELLERS to assert claims against them even though such claims are contingent or disputed. The SELLERS and the BUYERS shall prepare a schedule of the property transferred under the

Agreement sufficient to indentify it. The BUYERS shall preserve said list of creditors and schedule of property for six (6) months next following the transfer during which time he shall permit inspection of either or both and copying therefrom at all reasonable hours by any creditor of the SELLERS, or shall file said list and schedule in the office of the Clerk of the Circuit Court for Washington County. At least ten (10) days before the BUYERS take possession of the goods or make any payment in whole or in part for them, whichever happens first, BUYERS shall give notice of the transfer personally or by registered or certified mail to all persons shown on the list of creditors furnished by the SELLERS and to all other persons who are known to the BUYERS to hold or assert claims against the SELLERS. The contents of such notice shall conform to the requirements of Section 6-107(2) of the Maryland Uniform Commercial Code. In the event that the SELLERS shall fail to comply with the aforesaid requirements, then at the option of the BUYERS, this Contract shall become null and void and the SELLERS shall repay to the BUYERS any sum theretofore paid on account of the purchase price specified herein, and neither party shall thereafter be under any obligation or liability to the other because of the making of this Agreement. The BUYERS hereby covenant not to exercise its right to seek the appointment of a receiver under §6-106(4) of the Maryland Uniform Commercial Code. It is the intention of this paragraph that both parties shall be required to fully comply with Subtitle 6 of the Uniform Commercial Code as now in effect, and that the aforesaid specification of requirements shall not be deemed to limit the parties' duties under said law.

IX.

APPLICATION OF PROCEEDS

SELLERS agree that BUYERS shall have the right to hold only

such proceeds of the sale as are necessary and for such time as is necessary to pay creditors and claimants in accordance with §6-106 of the Uniform Commercial Code and shall have all rights and remedies thereunder; provided, however, if the proceeds of the sale are sufficient to pay all debts of the SELLERS shown on the list of creditors to be furnished by SELLERS or filed in writing by the creditors by the date of closing as required by such notice, and if there are no disputes concerning such claims and the SELLERS have otherwise fully performed this contract, then the BUYERS shall remit the balance of the proceeds to SELLERS no later than closing.

X.

WARRANTS AND REPRESENTATIONS OF SELLERS

(a) Exhibit B is a true and correct list of all of the creditors of the SELLERS prepared in accordance with the requirements noted in MD. COMM. LAW CODE ANN. §6-104(2).

(b) SELLERS represent and warrant that there are no contract, leases and/or consignment agreements of personal property or equipment or services from others to SELLERS, or any other contracts, commitments and/or obligations of any kind to which SELLERS are a party in connection with the operation of the premises.

(c) SELLERS have good and marketable title to all of the assets being sold hereunder, free and clear of any lease, mortgage, pledge, lien, charge, security interest, encumberance, title retention or other restrictions.

(d) All of the equipment, property and assets used in SELLERS' business is to be transferred hereunder are in an "as is" condition, but the same will be in good condition, working order and repair when possession of the business is delivered to BUYERS.

(e) All salaries, social security payments, withholding taxes, employment insurance, sales tax and other taxes and assessments levied, assessed, imposed upon or payable by SELLERS or assessed upon or with respect to any of the property to be transfered thereunder as a result of this transaction, will be paid in full through and including the transfer of possession of same

to BUYER, and all returns, forms or taxes required to be filed with the required agencies shall have been properly filed and paid as of the date of closing or will be so filed and paid immediately thereafter when due. SELLERS further agree to indemnify and hold harmless BUYERS from and against any liabilities for same as well as against any liabilities arising prior to closing which may now or hereafter be assessed or imposed against BUYERS in connection with any of those items set forth in this paragraph.

(f) There is no claim, litigation, proceeding or investigation pending or, to the best knowledge of SELLERS, threatened by or before any court, public official, governmental commission, board administrative agency or other legal or quasi-legal forum or agency, against SELLERS or SELLERS' business or the assets of SELLERS' business at the premises. There are no orders or violation notices of or from any person or governmental agency or official and no proceedings pending in any court of competent jurisdiction, criminal or civil, relating to the business or pending against the SELLERS, the property, or the SELLERS' property transferred hereunder, which would affect the ownership or operation of the SELLERS' business at the premises. SELLERS hold in good standing all government permits, certificaties, licenses and other authorizations necessary to conduct the operation of a grocery store in the manner and in the areas in which such business is presently being conducted, and such permits, certificates, licenses or other authorizations are valid and in full force and effect. There are no actions or proceedings for the revocation thereof of any other action or proceeding by or before any official, governmental department, commission, board, bureau, agency, court of instrumentality which would have an effect upon the BUYERS ability to conduct business at the premises after closing.

(g) SELLERS represent and warrant that they have not used any other business names and addresses within the past three (3) years except as follows: LEWIS' MARKET, 931 Pennsylvania

Avenue, Hagerstown, Maryland, 21740, J. Gordon Lewis.

XI.

ADDITIONAL CONTINGENCIES

It is agreed by and between the SELLERS and the BUYERS that this Agreement is contingent further on and in addition to the contingencies set forth above, the following conditions precedent to final consummation, payment and transfer:

(a) LEASE: It is hereby agreed by and between the SELLERS and the BUYERS that this Agreement is contingent upon BUYERS negotiating and securing a satisfactory Lease Agreement with Landlord. For the purposes of this Agreement, a satisfactory Lease would constitute a five (5) year written Lease with a five (5) year renewal option. The rent would be no more than SEVEN HUNDRED-FIFTY ($750.00) DOLLARS per month for the first two (2) years, with a re-negotiation clause. Tenants would be responsible for maintenance and repairs inside the premises and would be responsible for paying for their own liability insurance and utilities. In the event of a destruction of the premises, the rent shall abate and at the option of the tenant the Lease can be terminated.

(b) OCCUPANCY: It is further agreed by and between the parties that this Contract is contingent upon the BUYERS being able to occupy the premises at the time of settlement in accordance with all Health Department, building inspectors, etc., requirements and code requirements for the Federal Government, the State of Maryland, the County of Washington, the City of Hagerstown and/or any of its administrative agencies.

(c) ZONING: It is further agreed by the SELLERS that they do hereby warrant that the property is zoned for the utilization of the premises for an establishment such as has been set forth herein.

(d) PAYMENT: It is hereby agreed that until the aforegoing matters have been complied with, there shall be no payment under the Purchase Price provisions of this Agreement.

(e) The parties acknowledge that the SELLERS have employed VIP Business Brokers as its Broker and Agent in connection with the procurement of this transaction and that the same shall be entitled to a THREE THOUSAND SEVEN HUNDRED-FIFTY ($3,750.00) DOLLARS commission

on the purchase price hereunder, (Six [6%] Percent of Sixty-Two Thousand Five Hundred Dollars), said sum to be paid by the SELLER and deducted from the purchase price payable to the SELLERS hereunder. The parties hereto represent and warrant that no other Broker or person is involved in procuring this transaction, and agree to indemnify each other from any and all claims for such commissions except as hereinabove provided.

(f) OTHER CONTINGENCIES: This Agreement is contingent upon BUYERS obtaining approval and necessary licenses from the Maryland State Lottery Commission to sell lottery tickets in connection with the grocery business.

(g) This Agreement is further contingent upon BUYERS providing SELLERS with a satisfactory credit report and SELLERS agreeing to finance the balance of the purchase price as set forth in Paragraph 2 of this Agreement.

XII.

RISK OF LOSS

Title to the assets and property sold hereby shall pass to the BUYERS upon taking possession of the leased premises and the business by the BUYERS on the date of closing. The SELLERS shall bear the full risk of loss or damage to the property resulting from fire, windstorm, theft, malicious mischief, or other perils of any kind until the date and time of closing.

XIII.

NON-COMPLIANCE WITH CONTINGENCIES

It is agreed by and between the parties that in the event SELLERS are unable to comply with the contingencies specifically set forth in any provision or paragraph of this Agreement within SIXTY (60) DAYS of the execution thereof, then and in said event, the BUYERS at their exclusive option may declare this Agreement null and void and all deposits and sums expended shall be returned forthwith by the SELLERS to the BUYERS.

XIV.

HOLD HARMLESS

SELLERS, for themselves, their heirs, personal representatives, assigns, and grantees, covenant with the BUYERS, that they have now in themselves good right to assign the goodwill, stock-in-trade,

fixtures and effects in the premises and business known as "LEWIS' MARKET" in the manner aforesaid, and that same shall be enjoyed by the BUYERS free from any interruption or disturbance as aforesaid; and also that the SELLERS, who at all times hereafter shall save harmless and keep indemnified the BUYERS, their personal representatives, grantees, successors, and assigns from and against any and all losses, costs, expenses and damages which may be incurred, either in law or in equity, either directly or indirectly, by by reason of any proceeding which shall, or may be, or has been brought and instituted against the SELLER, for or in respect of any debts, liens, contracts, enbumbrances and engagements for or on account of the business or credit thereof which do not appear from said books, or from SELLERS' Affidavit furnished the BUYERS at the time of settlement, and also interest, costs, expenses, losses, claims and demands on account of the same debts, contracts and engagements respectively or otherwise in relation to the premises. Said Hold Harmless Agreement shall include, but not be limited to the cost of defense and reasonable attorney's fees.

XV.

ASSIGNABILITY

The BUYERS and SELLERS shall not have the right to assign all or any portion of this Agreement between them without the prior written consent of the other.

XVI.

BINDING EFFECT

This Agreement shall be binding upon the parties hereto, their grantees, successors, heirs, personal representatives, or assigns.

XVII.

GENDER

All references made, and all nouns and pronouns used herein, shall be construed in the singular or plural, and in such gender as the sense and circumstances require.

XVIII.

SIGNATORIES

Insofar as the signatories hereto are concerned, the signatures affixed shall only bind those individuals for whatever interest they may have in the business and/or property in question.

IXX.

APPLICABLE LAW

This Agreement shall be construed and governed in accordance with the laws of the State of Maryland.

XX.

MODIFICATION OF AGREEMENT

The parties may modify the terms of this Agreement, but any modification shall not be effective unless in writing and executed with the same formality as this Agreement.

XXI.

SEVERABILITY OF PROVISIONS

If any provision of this Agreement shall be deemed by a Court of competent jurisdiction to be invalid, the remainder of this Agreement shall remain in full force and effect.

XXII.

ADVICE OF COUNSEL

The parties declare that each has read and fully understands everything set forth in this Agreement; that each has sought and obtained independent legal advice from counsel of his or her own choise, or has knowingly declined to do so, and has been fully informed of all legal rights and liabilities with respect to this Agreement; that after the advice and knowledge each believes the Agreement to be fair, just and reasonable; and that each signs this Agreement freely and voluntarily.

XXIII.

SETTLEMENT

Settlement shall be held within SIXTY (60) DAYS from the date of this Agreement, or within fifteen (15) days from the approval of the Articles of Sale by the Maryland State Dapartment of Assessment and Taxation, whichever is later.

XXIV.

MERGER

Except as to the contingencies listed in Paragraph XI hereof this document shall survive the execution of any subsequent documents and the Doctrine of Merger shall not be applicable.

XXV.

ENTIRE UNDERSTANDING

This Agreement contains the entire understanding of the parties and they shall not be bound by any representations, warranties, promises, covenants or understandings other than those expressly set forth in this Agreement.

WITNESS:

(SEAL)
J. GORDON LEWIS, Individually
SELLER

(SEAL)
J. GORDON LEWIS, President
SELLER

(SEAL)
SUN CHEUNG, Buyer

(SEAL)
TWILA CHEUNG, Buyer

STATE OF MARYLAND
COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY that on this 9th day of July, 1985, before me a Notary Public personally appeared Sun Cheung and Twila Cheung, Buyer who did acknowledge that they executed the aforegoing Agreement as their voluntary act and deed.

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

My commission expires:
July 1, 1986.

NOTARY PUBLIC

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

I HEREBY CERTIFY that on this 19 day of July, 1985, before me a Notary Public personally appeared J. Gordon Lewis Individually and as President of Lewis Market, Inc. and acknowledged that he executed the aforegoing Agreement as his voluntary act and deed.

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

My commission expires:

Joanne Snyder
NOTARY PUBLIC

ARTICLES OF SALE AND TRANSFER

BETWEEN

LEWIS' MARKET, INC. (MD CORP.) TRANSFEROR

AND

SUN CHEUNG and TWILA J. CHEUNG, his wife (INDIVIDUALS) TRANSFEREES

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 6, 1985 AT 3:31 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2740, FOLIO 000540, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 46.00	$
	1150	

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. Aulmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 182659

Received For Record December 9, 1985 at 11:00 o'clock am corporation liber 35

68

STOCK CORPORATION

002375

Advantage Business Forms, Inc.

RECORD 5.00
A 8760CHCK 5.00
01985 12-09A11:00

BUS

Articles of Incorporation

First: The undersigned William Harry Lowe, whose post office address is Route 1, Box 95, Cascade, Md. 21719, 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 Advantage Business Forms, Inc.)

Third: The purposes for which the Corporation is formed are as follows: To sell, distribute and design Business Forms and Supplies which include, but are not limited to: Computor Forms, Snapout Forms, Register Forms, One write Systems, Labels, Envelopes, Data Processing Supplies, and such other printed and non-printed Business Forms and Products as the directors of the Corporation may determine the Corporation shall supply.

Fourth: The post office address of the principal office of the Corporation in Maryland is Route 1, Box 95, Cascade, Washington County, 21719. The name and post office address of the resident agent of the Corporation in Maryland are William Harry Lowe, Route 1, Box 95, Cascade, Washington County, 21719.

Same as P.O.

Fifth: The total number of shares of stock which the Corporation has authority to issue is 100,000 shares of the par value of $1.00 a share, all of one class and having an aggregate par value of $100,000.

Sixth: The number of directors of the Corporation shall be two (2) which number may be increased or decreased pursuant to the bylaws of the Corporation, and 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 William Harry Lowe and Anita Laree Lowe.

Seventh: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders: NONE

Eighth: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on July 29, 1985 and severally acknowledge the same to be my act.

William Harry Lowe

William Harry Lowe

52128370

ARTICLES OF INCORPORATION
OF
ADVANTAGE BUSINESS FORMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 31, 1985 AT 09:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

2

RECORDED IN LIBER 2739, FOLIO 002374 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$
	1.00	

D1977479

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. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 182685

Received For Record December 9, 1985 at 11:00 o'clock am liber 35

ARTICLES OF INCORPORATION

OF

FMF, INC.

RECORD 6.00
A 8761CHCK 6.00
01985 12-09A11:00

FIRST: I, Frances M. Fortney, whose post office address is 1840 Pennsylvania, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

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

(a) To acquire, improve and develop, real property and to manage and maintain the same in the form of mobile home parks.

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

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

1985 NOV 27 P 4:35

KAYLOR & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

52148222

52148223

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

KAYLOR & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in this State is 1840 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Frances M. Fortney, 1840 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

.YLOR & WANTZ
TORNEYS AT LAW
RSTOWN, MARYLAND

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of a par value of One Dollar ($1.00) per share all of which shares are of one class and are designated Common Stock. The aggregate par value of all shares having par value is One Hundred Thousand Dollars ($100,000.00).

SIXTH: The 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 (3) stockholders, the number of directors may be less than three but not less than the number of stockholders. The name of the director who shall act until the first annual meeting, or until her successor is duly chosen, or until there are more than three holders of outstanding stock, shall be Frances M. Fortney.

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.

KAYLOR & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

(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 inferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter enforced.

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

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

YLOR & WANTZ
TORNEYS AT LAW
RSTOWN, MARYLAND

(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 merits or otherwise any proceeding referred to in sub-sections (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote of 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 passed 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.

KAYLOR & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

002317

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24 day of July, 1985, and I acknowledge the same to be my act.

WITNESS:

Frances M. Fortney

Frances M. Fortney

AYLOR & WANTZ
ATTORNEYS AT LAW
ERSTOWN, MARYLAND

ARTICLES OF INCORPORATION
OF
FMF, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 02,1985 AT 08:21 A. O'CLOCK M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

$

RECORDED IN LIBER 2740, FOLIO 002310, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 24	$
	60.00	
	D1979830	

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. Adkinson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 182953

78

Received For Record December 9, 1985 at 11:01 o'clock am corporation liber 35

002917

ARTICLES OF INCORPORATION OF

BAYER HOME CENTER, INC.

RECORD 6.00
A 8762CHCK 6.00
01985 12-09A11:01

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Harlan J. Bayer, whose post office address is 12150 Bayer Drive, Waynesboro, Pennsylvania, 17268; Betty L. Bayer, whose post office address is 12150 Bayer Drive, Waynesboro, Pennsylvania, 17268 and Ronald G. Gipe, whose post office address is 1765 Buchanan Trail, East, Shady Grove, Pennsylvania, 17256, all being at least twenty-one years of age, do under and by virtue of the Genral 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 of Incorporation.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is BAYER HOME CENTER, INC.

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

(a) To acquire, buy, sell and develop real estate.

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

(c) To purchase or otherwise acquire, hold and reissue shares of its capital stock of any class; and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any shares of stock of, or voting trust certificates for any shares of stock of, or any bonds or other

52178251

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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 123 West Washington Street, Hagerstown, Md., 21740. The resident agent of the Corporation is Omer T. Kaylor, Jr., whose post office address is 123 West Washington Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 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 shall have three directors:

Harlan J. Bayer
12150 Bayer Drive, Waynesboro, Pa. 17268

Betty L. Bayer
12150 Bayer Drive, Waynesboro, Pa. 17268

Ronald G. Gipe
1765 Buchanan Trail East, Shady Grove, Pa. 17256

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.

(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.

C02923

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 2nd day of August, 1985.

WITNESS:

Harlan J. Bayer (SEAL)
Harlan J. Bayer

Betty J. Bayer (SEAL)
Betty J. Bayer

Ronald G. Gipe (SEAL)
Ronald G. Gipe

STATE OF PENNSYLVANIA, FRANKLIN COUNTY, to-wit:

I HEREBY CERTIFY, That on this 2nd day of August, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Harlan J. Bayer, Betty J. Bayer and Ronald G. Gipe and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and Official Notarial Seal.

Cindy L. Daley
Notary Public

CINDY L. DALEY, NOTARY PUBLIC
WAYNESBORO BORO, FRANKLIN COUNTY
MY COMMISSION EXPIRES OCT. 17, 1988
Member, Pennsylvania Association of Notaries

My commission expires: 10-17-88

CINDY L. DALEY
OF
NOTARY PUBLIC

ARTICLES OF INCORPORATION
OF
BAYER HOME CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 05, 1985 AT 08:43 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

8

RECORDED IN LIBER 2740, FOLIO 002916, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 24	$
	6.00	
	D1980986	

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 183030

REceived For Record December 9, 1985 at 11:01 o'clock am corporation liber 35

003023

RECORD 5.00
A 8763CHCK 5.00
01985 12-09A11:01

DELLS, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: We, Daniel Frank Dell and Susan Marie Tuerke Dell, whose post office address is 602 Princeton Street, Sky Lin Park, Martinsburg, West Virginia 25401, 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 DELLS, 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 operate and conduct one or more businesses of retail sales of 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 Valley Mall, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is William C. Wantz, 123 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

AYLOR & WANTZ
TTORNEYS AT LAW
ERSTOWN, MARYLAND

52188177

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 Daniel Frank Dell, Susan Marie Tuerke Dell and William C. Wantz.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 1st day of August, 1985, and we acknowledge the same to be our act.

WITNESS:

Cindy M. Jones

Daniel Frank Dell
Daniel Frank Dell

Cindy M. Jones

Susan Marie Tuerke Dell
Susan Marie Tuerke Dell

KAYLOR & WANTZ
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

88

ARTICLES OF INCORPORATION
OF
DELLS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 06, 1985 AT 10:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2740, FOLIO 003022, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1981166

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. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 183043

REceived For Record December 9, 1985 at 11:01 o'clock am liber 35

ARTICLES OF INCORPORATION

OF

AGENCY SOFTWARE, INC.

RECORD 5.00
A 8764CHCK 5.00
01985 12-09A11:01

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Fred C. Wright, Jr., whose post office address is 49 Summit Avenue, 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 Agency Software, Inc.

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

The marketing and sales of software and related computer peripheral projects.

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.

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

52188176

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 109 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Fred C. Wright, Jr., 49 Summit 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 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 three (3); provided that:

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

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

The name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualifed is Fred C. Wright, 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

DER AND ELGIN, P.A.
ATTORNEYS AT LAW
ERSTOWN, MARYLAND

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 1st day of August, 1985.

WITNESS:

Donna M. Myers

Fred C. Wright

Fred C. Wright, Jr.

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

I HEREBY CERTIFY, that on this 1st day of August, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Fred C. Wright, Jr., and acknowledged the execution of the aforegoing 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

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

ARTICLES OF INCORPORATION
OF
AGENCY SOFTWARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 06,1985 AT 01:44 P. O'CLOCK M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2740, FOLIO 003051, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1981208

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. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 183047

001152
REceived For Record December 9, 1985 at 11:01 o'clock am liber 35

ARTICLES of INCORPORATION

of

CMC ASSOCIATES, INC.

RECORD 5.00
A 8765CHCK 5.00
01985 12-09A11:01

FIRST: The undersigned, Craig M. Camp, whose post office address is Rte. #1, Box 157-E5, Trego Mountain Rd., Keedysville, Maryland 21756, being at least twenty-one 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: **CMC ASSOCIATES, INC.**

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

1. To provide consultation in real estate investing.

2. The enumeration of the purposes of the Corporation is made for the purpose of specifying the activities of the Corporation and not in limitation of the powers conferred upon the Corporation by law and is not intended by mention of any particular purposes in any manner to limit or to restrict the generality of any other purpose or to limit or restrict any of the purposes of the Corporation. The Corporation is formed upon the articles, conditions, and procedures expressed, and subject, in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Rte. #1, Box 157-E5, Trego Mountain Rd., Keedysville, Washington County, Maryland 21756. The name and post office address of the resident agent of the Corporation in Maryland are Craig M. Camp, Rte. #1, Box 157-E5, Trego Mountain Rd., Keedysville, Washington County, Maryland 21756. Same

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 a share, all of one class, and having an aggregate par value of $100,000.

SIXTH: The number of directors of the Corporation shall be one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, and 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 meeting or until his successor is duly chosen and qualified, is: Craig M. Camp, Rte. #1, Box 157-E5, Trego Mountain Rd., Keedysville, Maryland 21756.

52248221

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

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

2. With the consent in writing, and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have the authority to dispose, in any manner, of the whole property of the Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: No member of the Corporation shall be personally liable for the debts, expenses, or liabilities of the Corporation to any extent whatsoever.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this ___31___ day of ___July___, 1985, and severally acknowledge the same to be my act.

WITNESS:

Barbara Camp

Craig M. Camp

Craig M. Camp,
Incorporator

ARTICLES OF INCORPORATION
OF
CMC ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 12, 1985 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2741, FOLIO 001151 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

D1983444

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. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 183253

000839
Received For Record December 9, 1985 at 11:02 o'clock am libewr35

BOARD OF DIRECTORS' RESOLUTION AUTHORIZED
CHANGE OF ADDRESS OF PRINCIPAL OFFICE

WHEREAS, Allan T. Bacon, II, D.D.S., P.A. ("Professional Association") held a Board of Directors Meeting with Allan T. Bacon, II, being present, and duly elected to change the addresses of the principal office of the Corporation.

RESOLVED: That the principal office of the Corporation be and it is hereby changed from 411 Division Avenue, Hagerstown, Maryland 21740, to 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740.

RESOLVED: The proper offices 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 Department of Assessments and Taxation of Maryland and to do and perform any and all necessary and proper acts incident thereto.

The undersigned hereby certifies as being Secretary of Allan T. Bacon, II, D.D.S., P.A.; that at the special meeting of the Board of Directors of said Professional Association, held on the 17th day of July, 1985, at which a quorum of said Board was present, the foregoing resolution was duly adopted.

CORPORATE SEAL

Respectfully Submitted,

Allan T. Bacon II
Secretary

RECORD	.50
RECORD	.75
SBTL	1.25
A 876&CHCK	1.25
01985 12-09A11:02	

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

ALLAN T. BALON, II, D.D.S., P.A.

received for record July 26, 1985 , at 2:31 P.M. M.

and recorded on Film No. 2738 Frame No. 000838 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 № 22362

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

Return to: Day and Schneider
120 West Washington Street, Ste. 300
Hagerstown, Maryland 21740

rc

000836

Received For Record December 9, 1985 at 11:02 o'clock am liber 35

BOARD OF DIRECTORS' RESOLUTION AUTHORIZED
CHANGE OF ADDRESS OF RESIDENT AGENT

WHEREAS, Allan T. Bacon, II, D.D.S., P.A. ("Professional Association") held a Board of Directors Meeting with Allan T. Bacon, II, being present, and duly elected to change the address of the Resident Agent of the Corporation.

RESOLVED: That the address of the Resident Agent of the Corporation in the State of Maryland, Allan T. Bacon, II, has changed from 411 Division Avenue, Hagerstown, Maryland 21740, to 1329 Pennsylvania Avenue, Hagerstown, Maryland 21740.

RESOLVED: 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 Department of Assessments and Taxation of Maryland and to do and perform any and all necessary and proper acts incident thereto.

The undersigned hereby certifies as being Secretary of Allan T. Bacon, II, D.D.S., P.A.; that at the special meeting of the Board of Directors of said Professional Association, held on the 17th day of July, 1985, at which a quorum of said Board was present, the foregoing resolution was duly adopted.

CORPORATE SEAL

Respectfully Submitted,

Allan T. Bacon II
Secretary

RECORD .50
RECORD .75
SBTL 1.25
A 87670HCK 1.25
01985 12-09A11:02

52108340

NOTICE OF CHANGE OF RESIDENT AGENT'S ADDRESS

OF

ALLAN T. BACON, II, D.D.S., P.A.

93

received for record July 26, 1985 , at 2:31 P.M.

and recorded on Film No. 2738 Frame No. 000835 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 № 22363

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

Return to: Day and Schneider
120 West Washington Street, Suite 300
Hagerstown, Maryland 21740

rc

5-070

Received For REcord December 9, 1985 at 11:02 o'clock am liber 35

002883

CORPORATE RESOLUTION AUTHORIZED
CHANGE OF PRINCIPAL OFFICE OF
MARYLAND GENERAL INSURANCE AGENCY, INC.

WHEREAS, Maryland General Insurance Agency, Inc. held a special meeting of shareholders and directors with all the aforementioned being present, and duly elected to change the Principal Office of the Corporation.

RESOLVED: That the Principal Office of the Corporation in the State of Maryland, is 100 West Washington Street, Hagerstown, Maryland 21740, be changed to 122-128 West Washington Street, Hagerstown, Maryland 21740.

RESOLVED: 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 Department of Assessment and Taxation of Maryland and to do and perform any and all necessary and proper acts incident thereto.

The undersigned hereby certifies as being Secretary of Maryland General Insurance Agency, Inc.; that at the Special meeting of the Stockholders and Directors of said Corporation, held on the 29th day of November, 1984, at which all of the said shareholders and directors were present, the foregoing resolution was unanimously adopted.

CORPORATE SEAL

Respectfully Submitted,

Felix S. Auserman

Secretary

RECORD .50
RECORD .75
SBTL 1.25
A 8762CHCK 1.25
01985 12-09A11:02

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

MARYLAND GENERAL INSURANCE AGENCY, INC.

101

received for record August 8, 1985 , at 10:10 A.M.

and recorded on Film No. 2739 Frame No. 002882 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 № 22389

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

Return to: Day & Schneider
120 West Washington Street
Hagerstown, Maryland 21740

rc

AT5-070

102

002885

Received For Record December 9, 1985 at 11:02 o'clock pm liber 35

CORPORATE RESOLUTION AUTHORIZED CHANGE OF
RESIDENT AGENT AND ADDRESS OF RESIDENT AGENT
OF
MARYLAND GENERAL INSURANCE AGENCY, INC.

WHEREAS, Maryland General Insurance Agency, Inc. held a special meeting of shareholders and directors with all the aforementioned being present, and duly elected to change the Resident Agent of the Corporation, and the address of the Resident Agent.

RESOLVED: That the Resident Agent of the Corporation in the State of Maryland, William G. Psillas whose post office address is 55 East Washington Street, Hagerstown, Maryland 21740, be changed to Richard W. Phoebus whose post office address is 122-128 West Washington Street, Hagerstown, Maryland 21740.

RESOLVED: 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 Department of Assessment and Taxation of Maryland and to do and perform any and all necessary and proper acts incident thereto.

The undersigned hereby certifies as being Secretary of Maryland General Insurance Agency, Inc.; that at the Special meeting of the Stockholders and Directors of said Corporation, held on the 29th day of November, 1984, at which all of the said shareholders and directors were present, the foregoing resolution was unanimously adopted.

CORPORATE SEAL

Respectfully Submitted,

Secretary

RECORD	.50
RECORD	.75
SBTL	1.25
A 8769CHCK	1.25
01985 12-09A11:03	

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

MARYLAND GENERAL INSURANCE AGENCY, INC.

103

received for record August 8, 1985 , at 10:10 A.M.

and recorded on Film No. 2739 Frame No. 002884 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 № 22390

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

Return to: Day and Schneider
120 West Washington Street
Hagerstown, Maryland 21740

rc

AT5-070

Received For Record December 9, 1985 at 11:03 o'clock am liber 35

002924

PRIVATE INDUSTRY COUNCIL OF
WESTERN MARYLAND CONSORTIUM, INC.

BOARD OF DIRECTORS' RESOLUTION
DESIGNATING RESIDENT AGENT

RESOLVED: That the Resident Agent of the Corporation in the State of Maryland be and he is hereby changed from Frederick Bean to Michael J. Schaefer, whose post office address is 100 West Washington St., Hagerstown, Maryland 21740, and who is a resident of the State of 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 and to do and perform any and all other necessary and proper acts incident thereto.

Certified this 10th day of July, 1985.

Jonna L. Naylor

Corporate Secretary

RECORD .50
RECORD .75
SBTL 1.25
A 8770CHCK 1.25
01985 12-09A11:03

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

PRIVATE INDUSTRY COUNCIL OF WESTERN MARYLAND CONSORTIUM, INC.

received for record August 13, 1985 , at 8:30 A.M.

and recorded on Film No. 2739 Frame No. 002923 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 № 22408

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

Return to: Urner, McGrory, Nairn, Barton & Schaefer
100 West Washington Street
Hagerstown, Maryland 21740

rc

Received for record December 27, 1985 at 3:26 p.m. Liber #35

003150

22
RECORD 1.25
& SUB
12-27 3:26PM

STOCKHOLDER'S RESOLUTION AUTHORIZED CHANGE OF RESIDENT AGENT AND ADDRESS OF RESIDENT AGENT MEANGRO, INC.

WHEREAS, Meangro, Inc. held an annual meeting of shareholders with all shareholders being present, and duly elected to change the Resident Agent of the Corporation, and the address of the Resident Agent.

RESOLVED: That the Resident Agent of the Corporation in the State of Maryland, Richard E. Lauricella whose post office address is 247 North Potomac Street, Hagerstown, Maryland 21740, be changed to Michael G. Day, whose post office address is Suite 300, 120 West Washington Street, Hagerstown, Maryland 21740.

RESOLVED: 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 Department of Assessment and Taxation of Maryland and to do and perform any and all necessary and proper acts incident thereto.

The undersigned hereby certifies as being Secretary of Meangro, Inc.; that at the Annual meeting of the Stockholders of said Corporation, held on the 6th day of May, 1985, at which all of the said shareholders were present, the foregoing resolution was unanimously adopted.

CORPORATE SEAL

Respectfully Submitted,

Secretary

Del 1/6/86 to Day & Schneider

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

107

OF

MEANGRO, INC.

received for record August 12, 1985 , at 10:00 A. M.

and recorded on Film No. 2742 Frame No. 00149 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 № 22476

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

Return to: Day and Schneider
120 West Washington Street, Ste. 300
Hagerstown, Maryland 21740

rc

Received for record December 27, 1985 at 3:27 p.m. Liber #35

HAGERSTOWN PRODUCE COMPANY, INC.

Wholesale Fruits and Vegetables

~~XX BOX 125 XX~~
~~HAGERSTOWN, MARYLAND~~
~~RE prot 8-8060~~

RT. 3- BOX 95
WILLIAMSPORT, MARYLAND - 21795

RECORD 1.25
6 SUB 2.50
04 0115 12-27 P3:27

AUGUST 26, 1985

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
301 WEST PRESTON STREET
BALTIMORE, MARYLAND, 21201

GENTLEMEN:

The Board of Directors of the Hagerstown Produce Co., Inc., a Corporation organized in the State of Maryland, on March 1, 1985, duly approved a resolution as follows:

RESOLVED : That the address of the Corporation is changed to:

RT. 3 - BOX 95
WILLIAMSPORT, MARYLAND 21795

I, Helen L. Glesner, Secretary & Treasurer, 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.

THANK YOU,

Helen L. Glesner
SECRETARY-TREASURER

52398|56

MRD 1/6/86
Hag. Produce Co.
RT 3 Box 95
Williamsport, Md
21795

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

HAGERSTOWN PRODUCE COMPANY, INC.

109

received for record August 27, 1985 , at 8:30 A. M.

and recorded on Film No. 2742 Frame No. 003113 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 № 22460

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

Return to: Hagerstown Produce Company, Inc.
Route 3, Box 95
Williamsport, Maryland 21795

rc

Received for record December 27, 1985 at 3:27 p.m.
Liber #35

003153

RECORD 5.00
6 SUB 30.00
04 0116 12-27 P3:27

ARTICLES OF AMENDMENT
FOR
MEANGRO, INC.

Meangro, Inc., a Maryland Corporation, having its principal office at 258 South Locust Street, 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 Article Third in it entirety.

SECOND: Upon the affirmative vote of every stockholder and every subscriber for stock of the Corporation, pursuant to and in accordance with Section 4-203 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved the above amendment.

IN WITNESS WHEREOF, Meangro, 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 8 day of August, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of Meangro, 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: MEANGRO, INC.

Secretary BY: President

7234561

ARTICLES OF AMENDMENT

OF

MEANGRO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 12, 1985 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2742, FOLIO 003152 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 182907

001519

Received for record December 27, 1985 at 3:36 p.m. Liber #35

RECORD 5.00
B 0119CHCK 5.00
01985 12-27 P3:36

DAR-LE-RAE CORPORATION

Articles of Revival

The name of the corporation at the time the charter was forfeited was DAR-LE-RAE CORPORATION.

The name which the corporation will use after revival is DAR-LE-RAE CORPORATION.

The name and address of the resident agent are Gwynne Cavey, Rt.2 Box 48, Timber Ridge 1, Hancock, MD 21750.

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 principal office address in Maryland is Rt. 2 Box 48, Timber Ridge 1, Hancock, MD 21750.

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

Billy R. Smith
Billy R. Smith
Last Acting President

Darlene L. Smith
Darlene L. Smith
Last Acting Secretary

52248197

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Billy R. Smith Vice-president of Dar-le-rae Corp.
(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.

Billy R. Smith
(PRINT NAME BENEATH SIGNATURE)
Billy R. Smith

I hereby certify that on July 30, 1985 before me, the
(insert date)

subscriber, a notary public of the State of ~~Maryland~~ Florida, in and for

-------Volusia----------
(insert name or county for which notary is appointed) personally appeared

Billy R. Smith 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 ~~Notary Public, State of Florida~~
My Commission Expires March 10, 198
Bonded Thru Troy Fain Insurance, Inc.

ARTICLES OF REVIVAL

OF

DAR-LE-RAE CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 12, 1985 AT 10:16 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2743, FOLIO 001518, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

BONUS TAX PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 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.

Earl B. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 183513

115
000424

Received for record December 27, 1985 at 3:36 p.m.
Liber #35

RECORD 5.00
B 0120CHCK 5.00
01985 12-27 P3:36

ARTICLES OF AMENDMENT OF

STEFFEY & FINDLAY, INCORPORATED

STEFFEY & FINDLAY, INCORPORATED, a Maryland Corporation, having its principal office at 177 South Burhans Boulevard, Hagerstown, Maryland (hereinafter referred to as the "Corporation" hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Articles of Revival of the Charter of the Corporation are hereby amended by striking in the entirety ARTICLE THIRD and by substituting in lieu thereof the following:

THIRD: That the post office address of the place at which the principal office of the Corporation in this State will be located is 177 South Burhans Boulevard, Hagerstown, Maryland and the name of the Corporation's Resident Agent is Philip K. Adams, whose post office address is 2423 Eden Drive, Hagerstown, Maryland. Said Resident Agent is a citizen of Maryland, actually residing therein.

IN WITNESS WHEREOF, STEFFEY & FINDLAY, 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 1st of August, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of Steffey & Findlay, INCORPORATED and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST TO CORPORATE SEAL

David N. Shank
Secretary

STEFFY & FINDLAY, INCORPORATED

BY Philip K. Adams
President

5339099

116

ARTICLES OF AMENDMENT

OF

STEFFEY & FINDLAY, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 27, 1985 AT 10:01 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2744, FOLIO 000423, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 183535

Received for record December 27, 1985 at 3:36 p.m. Liber #35 117
970838-R8686 MCW:06265
001096
RECORD 5.00
B 01210HOK 5.00
01985 12-27 P3:36

JAMCO, INC.

ARTICLES OF AMENDMENT

Jamco, Inc., a Maryland corporation, having its principal office at 7301 Brickyard Road, Potomac, Maryland 20854 (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 hereby is amended by striking in its entirety Article FIFTH: and by substituting in lieu thereof the following:

> FIFTH: The Corporation elects to have no Board of Directors. Until such election to have no Board of Directors becomes effective, the number of directors shall be two (2) which number may be increased or decreased pursuant to ehb Bylaws of the Corporation. The names of the initial directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Jean Ann Melkin and Robert D. Rutledge.

SECOND: the Board of Directors of the Corporation, by written soncent to such action signed by all the members thereof and filed with the minutes of the proceedings of the board, adopted a resolution in which was set forth the foregoing amendment to the charter declaring that said amendment to the charter was advisable and directing that it be submitted for action thereon by unanimous written consent of all stockholders.

THIRD: A consent in writing, setting forth approval of the amendment of the charter of the Corporation hereinabove set forth, was signed by all Stockholders of the Corporation entitled to vote thereon and any other Stockholders of the Corporation entitled to notice of a meeting of Stockholders (but not to vote thereat) have waived in writing any rights

52468166

they may have to dissent from such amendment (s); and such consent and waiver are filed with the records of the Corporation.

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

IN WITNESS WHEREOF, Jamco, Inc. has caused these presents to be signed and sealed in its name and on its behalf by the President and attested by its Asst. Secretary on this 15th day of June, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of JAMCO, 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:

Robert D. Rutledge
Asst. Secretary

CORPORATION:
JAMCO, INC.

By: Jean Ann Melkin (SEAL)
Jean Ann Melkin, President

ARTICLES OF AMENDMENT

OF

JAMCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 3, 1985 AT 9:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2745, FOL. 001095 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 183663

120 Received for record December 27, 1985 at 3:37 p.m . Liber #35

RECORD 5.00
B 0102048 5.00
01985 12-27 P3:37

ARTICLES OF AMENDMENT

THE CLEAR SPRING AMBULANCE CLUB, INC.

000507

The Clear Spring Ambulance Club, Inc., a Maryland corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation approved by the State Department June 15, 1954, is hereby amended by striking Paragraphs SECOND, FOURTH, FIFTH, SIXTH, and SEVENTH and by adding as new paragraphs SECOND, FOURTH, FIFTH, SIXTH, SEVENTH, EIGHTH and NINTH as follows:

PARAGRAPH SECOND: The Corporation is organized exclusively for educational and charitable purposes and more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, 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.

PARAGRAPH FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in any political campaign on behalf of any candidate for public office.

000390

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 IRS Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

PARAGRAPH FIFTH: The post office address of the principal office of the Corporation in the State of Maryland is Mulberry St., Clear Spring, Md. 21725 The name and post office address of the resident agent of the Corporation in the State of Maryland is Walter B. Mills, 12 South Martin Street, Clear Spring, Maryland 21722 who actually resides herein.

PARAGRAPH SIXTH: The Corporation is not organized for profit; it shall have no capital stock. The number of, and qualifications for and other matters relating to its members shall be as set forth in the by-laws of the Corporation.

PARAGRAPH SEVENTH: The number of directors of the Corporation is five (5). The names of the persons who are currently serving as Directors of the Corporation are: Walter D. Irvin, Sr., Dale E. Faith, Daryl L. Hunsberger, Douglas E. Moore and Marvin W. Shupp.

PARAGRAPH EIGHTH: The duration of the Corporation shall be perpetual.

PARAGRAPH NINTH: Upon dissolution of the Corporation, after paying or making provision for the payment of all of the liabilities of the Corporation, the Directors shall dispose of the remaining assets to Clear Spring Volunteer Fire Company, #004, within Washington County. In the event that any such entity is no longer in existence, or if there is no successor organization or body, or in the event it no longer retains its exemption from taxation under 501(c)(3) or similar section of the Internal Revenue Code, then the Directors shall dispose of the remaining assets to a similar organization qualified for tax exempt status under Section 501(c)(3) of the Internal Revenue Code having similar purposes to those described in PARAGRAPH SECOND of these Articles not necessarily in Clear Spring, Maryland but in Washington County, Maryland.

SECOND: That the Board of Directors of the Corporation at a meeting duly convened and held on July 8th 1985 adopted a resolution in which was set forth the foregoing amendment to the Charter declaring that the said Amendment of Charter was advisable and directing that the appropriate officers of the Corporation execute said Articles of Amendment on behalf of said Corporation and submit them to the State Department of Assessments and Taxation for approval. The voting members of this non-stock corporation unanimously approved the Resolution.

IN WITNESS WHEREOF, the undersigned president of The Clear

000509

Spring Ambulance Club, Inc. has signed the aforegoing Article of Amendment on behalf of said Corporation, and this certificate is hereby made a part of said Articles of Amendment. Said President hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature and Corporate Seal:

Jeanneane E. Pike
Secretary

THE CLEAR SPRING AMBULANCE CLUB, INC.

By Daniel E. Faith
Daniel E. Faith
President

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

I HEREBY CERTIFY, that on this 10th day of July, A.D., 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Daniel E. Faith, President of The Clear Spring Ambulance Club, Inc. and in the name and on behalf of said Corporation, acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

Witness my hand and official Notarial Seal.

Helen E. Yeakle
Notary Public

My Commission Expires:
1 July 1986

ARTICLES OF AMENDMENT

OF

THE CLEAR SPRING AMBULANCE CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 26, 1985 AT 10:32 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2744, FOLIO 000506, 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 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 183555

Received for record December 27, 1985 at 3;37 p.m. Liber #800

ARTICLES OF AMENDMENT

RECORD 5.00
S CHECK 5.00
01565 12-27 03:37

HAGERSTOWN UROLOGICAL CENTER, P.A., DRS. DONOGHUE, PLAVCAN, JONES & TALTON, a Maryland Professional Service Corporation, having its principal office in Washington County, Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article 2 and inserting in lieu thereof the following:

SECOND: That the name of the Corporation is:

The Urological Center, Drs.
Plavcan, Jones, Talton & McWilliams, P.A.

SECOND: The Board of Directors of the Corporation at a meeting duly convened and held June 19, 1985 adopted a resolution in which was set forth the foregoing amendment to the Charter, declaring that the said Amendment of the Charter was advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held June 19, 1985 immediately following the Board of Directors Meeting.

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

52478106

Corporation at said meeting by a unanimous vote.

THE UNDERSIGNED, President of Hagerstown Urological Center, P.A., Drs. Donoghue, Plavcan, Jones & Talton, who executed on behalf of said Corporation the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said Corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature:
and Corporate Seal:

Secretary

HAGERSTOWN UROLOGICAL CENTER, DRS. DONOGHUE, PLAVCAN, JONES & TALTON, P.A.

By: William G. Plavcan
William G. Plavcan
President

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

I HEREBY CERTIFY, That on this 28th day of August A. D., 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William G. Plavcan, M.D., President of Hagerstown Urological Center, Drs. Donoghue, Plavcan, Jones & Talton, P.A., and in the name and on behalf of said Corporation acknowledged the foregoing Articles of Amendment to be the corporate act of said Corporation and further made oath in due form of law that the matters and facts

set forth in said Articles of Amendment with respect to the approval thereof are true and correct to the best of his knowledge, information and belief.

Witness my hand and official Notarial Seal.

Notary Public

My Commission Expires:
1 July 1986

ARTICLES OF AMENDMENT

OF

HAGERSTOWN UROLOGICAL CENTER, P.A., DRS, DONOGHUE, PLAVCAN, JONES & TALTON

Changing its name to

THE UROLOGICAL CENTER, DRS. PLAVCAN, JONES, TALTON & McWILLIAMS, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 4, 1985 AT 9:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2745, FOLIO 001166, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 183678

003514
RECORD 2.50
B 0124CHCK 2.50
01985 12-27 P3:39

Received for record December 27, 1985 at 3:39 p.m. Liber #35

ARTICLES OF INCORPORATION

OF

CHRIST FELLOWSHIP ASSEMBLY OF GOD, INC.

THIS IS TO CERTIFY:

FIRST: WE, J. L. PITTMAN, whose post office address is 1920 Green Meadow Lane, Hagerstown, Maryland 21740, HERMAN GARLAND, whose post office address is Route #3, Box 607, Hagerstown, Maryland 21740, ROBERT GARNER, whose post office address is 1316 Fairchild Avenue, Hagerstown, Maryland 21740, and WILLIAM SUFFECOOL, whose post office address is Route #2, Box 27, Boonsboro, Maryland 21713, all being at least eighteen (18) years of age, do hereby adopt the following articles of incorporation:

ARTICLE ONE

The name of this religious corporation is

CHRIST FELLOWSHIP ASSEMBLY OF GOD, INC.

ARTICLE TWO

AUTHORIZATION

This corporation shall be governed by the Laws of the State of Maryland.

ARTICLE THREE

PURPOSE

The purposes for which the Corporation is organized

ID K. POOLE, JR.
TTORNEY AT LAW
RSTOWN TRUST BLDG
ST WASHINGTON ST
RSTOWN, MARYLAND
21740

52258195

shall be

(1) To establish and maintain a place for the worship of Almighty God, our Heavenly Father; to provide for Christian fellowship for those of like precious faith, where the Holy Ghost may be honored according to our distinctive testimony; and to assume our share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands.

(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.

ARTICLE FOUR

PLACE OF WORSHIP

The post office address of the corporation's principal office and place of worship is York Road, City of Hagerstown, County of Washington, State of Maryland 21740.

The name and post office address of the Resident Agent of the Corporation in this State is Leroy Logue, 633 Oak Ridge Drive, Hagerstown, Maryland 21740.

ARTICLE FIVE

DURATION

The period of duration of this corporation is perpetual.

ARTICLE SIX

OFFICERS

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG
81 WEST WASHINGTON ST
HAGERSTOWN, MARYLAND
21740

The number of trustees constituting the board of trustees of the corporation is four (4), one of whom is the pastor, and they shall qualify for the office according to the laws of the State. They shall be the custodians of all church property. The names and addresses of the persons who are to serve as the initial trustees are as follows:

Name	Address
J. L. Pittman	1920 Green Meadow Lane Hagerstown, Maryland 21740
Herman Garland	Route #3, Box 607 Hagerstown, Maryland 21740
Robert Garner	1316 Fairchild Avenue Hagerstown, Maryland 21740
William Suffecool	Route #2, Box 27 Boonsboro, Maryland 21713

There shall be an Advisory Board of not less than three (3) members to whom, together with the pastor, shall be committed the management of the corporation. Of this Advisory Board, one may be the recording secretary and one the treasurer.

ARTICLE SEVEN

ELECTION OF TRUSTEES AND ADVISORY BOARD

The members of the Board of Trustees shall be nominated by the nominating committee from the active membership who are in good standing with said Corporation and of legal age, and shall be elected by a majority vote of those present at the annual business meeting. They shall be elected to serve for a

/ID K. POOLE, JR.
ATTORNEY AT LAW
RSTOWN TRUST BLDG
EST WASHINGTON ST
RSTOWN, MARYLAND
21740

term of one (1) year.

The Advisory Board shall be chosen from the membership of the corporation. They shall be nominated by the nominating committee and shall be elected by a majority vote of those present at the annual business meeting. They shall be elected to serve for a term of one (1) year.

ARTICLE EIGHT

CORPORATE OFFICERS

The general officers and their respective duties of the corporation shall be as set forth in the existing Church Constitution and By-Laws as approved by the membership.

ARTICLE NINE

AMENDMENTS

These articles may be amended in the manner provided by statute at the time of amendment.

ARTICLE TEN

NONSTOCK CORPORATION

This Corporation has no authority to issue capital stock of any type.

ARTICLE ELEVEN

INCORPORATORS

The name and address of the persons forming this corporation is as follows:

Name	Address
J. L. Pittman	1920 Green Meadow Lane Hagerstown, Maryland 21740

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG
81 WEST WASHINGTON ST
HAGERSTOWN, MARYLAND
21740

Herman Garland	Route #3, Box 607 Hagerstown, Maryland 21740
Robert Garner	1316 Fairchild Avenue Hagerstown, Maryland 21740
William Suffecool	Route #2, Box 27 Boonsboro, Maryland 21713.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 12th day of August, 1985, and we acknowledge the same to be our act.

WITNESS:

Judith L. Hardman — J. L. Pittman
J. L. Pittman

Judith L. Hardman — Herman Garland
Herman Garland

Judith L. Hardman — Robert Garner
Robert Garner

Judith L. Hardman — William Suffecool
William Suffecool

D K. POOLE, JR
TORNEY AT LAW
STOWN TRUST BLDG
T WASHINGTON ST
STOWN, MARYLAND
21740

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 12th day of August, 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared J. L. PITTMAN, 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.

Notary Public

My Commission Expires:
July 1, 1986.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 12th day of August, 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared HERMAN GARLAND, 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.

Notary Public

My Commission Expires:
July 1, 1986.

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG
81 WEST WASHINGTON ST
HAGERSTOWN, MARYLAND
21740

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 12th day of August, 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally

appeared ROBERT GARNER, 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.

Notary Public

My Commission Expires:
July 1, 1986.

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 12th day of August, 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared WILLIAM SUFFECOOL, 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.

Notary Public

My Commission Expires:
July 1, 1986.

AVID K. POOLE, JR.
ATTORNEY AT LAW
GERSTOWN TRUST BLDG
WEST WASHINGTON ST
GERSTOWN, MARYLAND
21740

ARTICLES OF INCORPORATION
OF
CHRIST FELLOWSHIP ASSEMBLY OF GOD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 13,1985 AT 09:08 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

8

RECORDED IN LIBER 2741, FOLIO 003513, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

2.50

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 10	$

D1984145

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. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 183792

Received for record December 27, 1985 at 3:40 p.m. Liber #35 000438 5.00 5.00 01985 12-27 P3:40

ARTICLES OF INCORPORATION

FIRST: The undersigned, William P. Young, 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 Heritage Building Components, Inc.

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

1. To manufacture, buy, import or otherwise acquire, and to distribute, export, sell, or otherwise dispose of, either by wholesale or retail, all manner and kind of commercial and residential building components, exterior and interior, including but not limited to openwall panels, floor joists, roof trusses, windows, doors, trim, and any and all building components which are now or hereafter being manufactured and designed by the industry for use in commercial residential or institutional 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,

52020015

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 755 Frederick Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Willlam P. Young, Jr., 81 West Washington Street, 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, with a par value of $10.00 per share.

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.

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

Robert M. Perry

Marie S. Perry

Lewis R. Bowers

Shirley M. Bowers

David C. Moffett

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 19th day of August, 1985.

WITNESS:

Nancy C. Boyle

William P. Young, Jr.

140

ARTICLES OF INCORPORATION
OF
HERITAGE BUILDING COMPONENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 21, 1985 AT 11:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2743, FOLIO 000437, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D1988641

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. Adkinson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 184100

002126

Received for record December 27, 1985 at 3:40 p.m. Liber #35

RECORD 5.00
B 0126CHGE 5.00
01985 12-27 P3:40

ARTICLES OF INCORPORATION
OF
CHARMING REAL ESTATE, INC.
A Close Corporation

FIRST: The undersigned, Carol A. Truitt, whose post office address is 130 E. Main Street, P. O. Box 258, Salisbury, Maryland 21801, being at least twenty-one (21) years of age, does hereby form a corporation under the general laws of the State of Maryland.

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

CHARMING REAL ESTATE, 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:

REAL PROPERTY: To acquire by purchase, lease, gift, devise, or otherwise, and to own, use, hold, sell, convey, exchange, lease, mortgage, work, improve, develop, divide, and otherwise handle, deal in, and dispose of real estate, real property, and any interest or right therein, whether as principal, agent, broker, or otherwise, and to manage, operate, service, equip, furnish, alter, and keep in repair dwellings, apartment houses, hotels, office buildings, and real and personal property of every kind, nature and description, whether as principal, agent, broker, or otherwise, and generally to do anything and everything necessary and proper and to the extent permitted by law in connection with the owning, managing, leasing, and operating real and personal property of any and all kinds.

To exercise any powers not heretofore set forth as enumerated by the Corporation and Associations Article of the Annotated Code of Maryland, Section 2-103, 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 381B, Salisbury, Maryland 21801. The name and post office address of the Resident Agent of the corporation in this State are Don E. Richardson, 130 E. Main Street, Salisbury, Maryland 21801, said Resident Agent is an individual actually residing in this State.

1985 AUG 22 A 10: 23

RICHARDSON, ANDERSON
& HELAND
ATTORNEYS AT LAW
RICHARDSON BUILDING
130 EAST MAIN STREET
P. O. BOX 258
SALISBURY, MARYLAND 21801-0258
(301) 742-8744

5834816

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Fifty (50) Shares of common stock, without par value.

SEVENTH: The number of directors shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Charles J. Wilkerson, President, Route 3, Box 381B, Salisbury, Maryland 21801; Mary Beets, Secretary Route 3, Box 381B, Salisbury, Maryland 21801; Gerri L. Taten, Vice President and Treasurer, Route 3, Box 381B, Salisbury, Maryland 21801.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of August, 1985, and I acknowledge the same to be my act.

WITNESS:

Elva P. Crowley

Carol A. Truitt (SEAL)
Carol a. Truitt

STATE OF MARYLAND, WICOMICO COUNTY, TO WIT:

I HEREBY CERTIFY, that on this 20th day of August, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared CAROL A. TRUITT, and she made oath in due form of law that the foregoing Articles of Incorporation were her act and deed.

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

Elva P. Crowley
Notary Public

ELVA P. CROWLEY NOTARY PUBLIC WICOMICO CO., MD.

My Commission expires: 7/1/86.

RICHARDSON ANDERSON & HELAND
ATTORNEYS AT LAW
RICHARDSON BUILDING
130 EAST MAIN STREET
P.O. BOX 250
SALISBURY, MARYLAND 21801-0250
(301) 742-0144

ARTICLES OF INCORPORATION
OF
CHARMING REAL ESTATE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 22, 1985 AT 10:23 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2743, FOLIO 002135 THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D1989201

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.

Susan W. Trachtenberg

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 184224

Received for record December 27, 1985 at 3:40 p.m. Liber #35 002615

RECORD 5.00
B 01STORK 5.00
01985 12-27 P3:40

ARTICLES OF INCORPORATION

HIGHFIELD MOTORS, INC.

FIRST: I, Earl Edwin Willard, whose post office address is Box 131, Maryland Avenue, Highfield, Maryland 21753 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 Highfield Motors, Inc..

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

(1) To buy, sell, repair and restore automobiles; 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 Box 131, Maryland Avenue, Highfield, Maryland 21753. The name and post office address of the Resident Agent of the Corporation in this State is Earl Edwin Willard, Box 131, Maryland Avenue, Highfield, Maryland 21753. Said Resident Agent is an individual actually residing in this State. Same

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

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: Earl Edwin Willard and Ray Michael Holtz.

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

[redacted]

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 2nd day of August, 1985, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Earl Edwin Willard
Earl Edwin Willard

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

I HEREBY CERTIFY, That on this 2nd day of August, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ear Edwin Willard and acknowledged the aforegoing Articles of Incorporation to be he 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
HIGHFIELD MOTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 22,1985 AT 11:22 A. O'CLOCK M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2743, FOLIO 002614, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D1989623

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. Fletcher

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1642

A 184254

148

Received for record December 27, 1985 at 3:41 p.m. Liber #35 003144

RECORD 5.00
B 01280HKR 5.00
01985 12-27 P3:41

Interhouse, Inc.
ARTICLES OF INCORPORATION

Ok FIRST: I, Ronald G. Clark, whose post office address is 5 Public Square, 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 Interhouse, Inc..

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

(1) To engage in the business of sales of office furnishings 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 5 Public Square, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ronald G. Clark, 5 Public Square, 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 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:

Ronald G. Clark

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.

52888257

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 10 day of August, 1985, and I acknowledge the same to be my voluntary act and deed.

Witness

Ronald G. Clark (SEAL)

150

ARTICLES OF INCORPORATION
OF
INTERHOUSE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 26, 1985 AT 10:53 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2743, FOLIO 003143, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D1990563

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. Fletcher

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 184327

Received for record December 27, 1985 at 3:41 p.m. Liber #35

RECORD 5.00
CERTCHGR 5.00
001784 1985 12-27 P3:41

ARTICLES OF INCORPORATION

MT. AETNA STORE, INC.

FIRST: I, Linda L. Deatrich, whose post office address is Route #1, Box 189, 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 MT. AETNA STORE, INC.

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 Route #1, Box 189, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ronald Ridenour, Route #1, Box 345, 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 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: Ronald Lee Ridenour, Virginia D. Ridenour, George A. Deatrich and Linda L. Deatrich.

52428117

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 28th day of August, 1985, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Linda L. Deatrich
Linda L. Deatrich

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

I HEREBY CERTIFY, That on this day of 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Linda L. Deatrich and acknowledged the aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Pamela S. Ambrose
Notary Public

My Commission Expires:
July 1, 1986

154

ARTICLES OF INCORPORATION
OF
MT. AETNA STORE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 30, 1985 AT 10:27 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2745, FOLIO 001783, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D1993401

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. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 184671

Received for record December 27, 1985 at 3:41 p.m. Liber #25 001888

RECORD 5.00
B 01300CHGK 5.00
01985 12-27 P3:41

ARTICLES OF INCORPORATION

OF

DURST & SONS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., whose post office address is 35 East Washington Street, Hagerstown, Maryland, 21740, 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 DURST & SONS, 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, operate and maintain an industrial machining operation and to own, operate and maintain the necessary equipment to support said machine operation.

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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, 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 720 Prospect Avenue, Hagerstown,

52428143

Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are James Edward Durst, Route # 1, Box 110, 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 (1,000) shares of the par value of One Hundred Dollar ($100.00) 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 James Edward Durst, Kevin Edward Durst, and Tommy Allen Durst.

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.

Any shareholder desiring to sell any of the shares of the Corporation shall first offer said shares to the Corporation and the other shareholders in the following manner;

(1) Such shareholder shall give written notice by registered mail to the secretary of the Corporation of his intention to sell such shares. Said notice shall specifiy the number of shares to be sold, the price per share, and the terms upon which the sale is to be made. The Corporation shall have 10 days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered. Such purchase may be authorized by the board of directors without any action by the shareholders of the Corporation.

(2) In the event that the Corporation should fail to purchase all of such shares within the said ten day period, the secretary of the Corporation shall, within five days thereafter , give written notice to each of the other shareholders of record, stating the number of shares offered for sale but not purchased by the Corporation, the price per share, and the terms upon which the sale is being made. Such notice shall be sent by mail

addressed to each shareholder at his last address as it appears on the books of the Corporation. Within ten days after the mailing of said notices, any shareholder desiring to purchase part or all of such sales shall deliver by mail or otherwise to the secretary of the Corporation a written offer for the number of shares desired by him, accompanied by the purchase price therefor with authorization to pay such purchase price against delivery of such shares.

(3) If the shareholders offer to purchase more than the total number of shares available for purchase by them, then the shareholders offering to purchase shall be entitled to purchase such proportion of said shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all shareholders offering to purchase. In the event that the proportion of said shares to which any shareholder should be entitled to purchase is more than the number of shares he desires to purchase, each remaining shareholder desiring to purchase additional shares shall be entitled to purchase such proportion of the overplus as the number of shares which he holds bears to the total number of shares held by all shareholders desiring to participate.

(4) If none or only a part of the shares offered for sale is purchased by the Corporation or shareholders, or both, then the shareholder who offered the same for sale shall have thereafter the right to sell said shares not so purchased to such person or persons as he desires; provided, however, that he shall not sell such shares at a lower price or on terms more favorable to the purchaser than those specified in the written notice he gave to the Corporation.

(5) Any sale of the shares of the Corporation shall be null and void unless the provisions of this Article are strictly observed and followed.

(6) All stock certificates issued by the Corporation shall have a reference on their face to this charter reading as follows: " The shares of stock represented by this certificate have been issued subject to a restriction on alienation contained paragraph (6) of the Charter of the Corporation."

EIGHTH : The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 22 day of August, 1985.

WITNESS:

Joanne Snyder

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

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 22 day of August, 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
DURST & SONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 30,1985 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2745, FOLIO 001887 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

ORGANIZATION & CAPITALIZATION FEE PAID	RECORDING FEE PAID	SPECIAL FEE PAID:
$ 20	$ 20	$

D1993609

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. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 184684

Received for record December 27, 1985 at 3:42 p.m. Liber #35

001106

RECORD 6.00
B 01010HOX 6.00
01985 12-27 P3:42

INTERSTATE RECORD DISTRIBUTORS, INC.
ARTICLES OF AMENDMENT

INTERSTATE RECORD DISTRIBUTORS, INC., a Maryland corporation, having its principal office in Washington County, State of Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking out ARTICLE FIFTH and inserting the following language in lieu thereof:

"FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is eleven thousand (11,000), divided into two (2) classes as follows: (1) ten thousand (10,000) shares of Non-Redeemable Common Stock, par value Ten Dollars ($10.00) per share, and (2) one thousand (1,000) shares of Redeemable Common Stock, par value Ten Dollars ($10.00) per share.

The following is a description of each class of capital stock of the Corporation including the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms of redemption of each class:

1. Except as expressly provided to the contrary hereinbelow, the Non-Redeemable Common Stock and the Redeemable Common Stock shall be identical as to preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms of redemption.

2. In the event that prior to February 28, 1988, Bee Gee Distributing Corp. a New York corporation ("Bee Gee"), loses both Sears, Roebuck & Co. and Hills Department Stores (hereafter such companies are referred to as the "Accounts") as ongoing customers or the Accounts prior to the expiration of such period transact on an aggregate basis in any twelve (12) month period less than twenty-five percent (25%) of the aggregate volume of business which the Accounts transacted with Bee Gee in the year immediately preceeding March 1, 1985, then the Corporation may redeem all of the Redeemable Common Stock (or all of the shares of capital stock into which such stock may hereafter be converted) for an aggregate redemption price of Six Hundred Thousand Dollars ($600,000.00) increased by a supplementary credit accruing at the floating "Prime Rate" (as defined in Article Fifth, Paragraph 4) from the date of the Redemption Notice (as defined in Article Fifth, Paragraph 2 below) to the date of the redemption payable upon the terms set forth in Article Fifth, Paragraph 4 below. The Corporation shall exercise its option to redeem set forth in this Paragraph, if at all, by delivery of written notice of redemption

52008237

(the "Redemption Notice") to the holder(s) of the stock to be redeemed. In the case of the loss of both Accounts, the Redemption Notice shall be given within one hundred twenty (120) days of the day Bee Gee received its last order from either of the Accounts, and in the case of the loss of business volume, the Redemption Notice shall be given within ninety (90) days of the last day of the period in which the loss of business volume was sustained. Closing of the redemption shall take place on October 2, 1990 but in no event sooner than five (5) years and one day from the date of the closing of the issuance of Redeemable Common Stock to Leonard Smith, Inc. ("LSI"), in exchange for all of the capital stock of Bee Gee Distributing Corp. (the "Closing").

3. At any time from and after five (5) years from the Closing and prior to the first to occur of (a) October 1, 1995 (or, in the event that the consolidated net worth of the Corporation, Bee Gee, Bee Gee Book Merchandisers, Inc. and any other corporate subsidiaries of any of such companies (hereafter, collectively, the "Companies") does not exceed the sum of Two Million Five Hundred Thousand Dollars ($2,500,000) on October 1, 1995, then the applicable date shall be October 1, 1998) or (b) the closing of a Public Offering (as hereafter defined), the Corporation and the holders of the Redeemable Common Stock (the "Holders") shall each have the option to cause the Corporation to redeem all of the Redeemable Common Stock (or any capital stock into which such stock may have subsequently been converted) upon the following terms. The term "Public Offering" means the closing of an offering of capital stock by the Corporation made pursuant to a registration statement filed with the Securities and Exchange Commission (hereafter "SEC") or pursuant to Regulation A (or any successor regulation) promulgated by the SEC, except for a registration statement filed solely in connection with an employee benefit or stock option plan or a transaction under Rule 145 promulgated by the SEC. The Holders or the Corporation shall exercise the option to cause the redemption of the stock, if at all, by giving the other party(ies) notice of exercise (hereafter, "Notice"). Upon the exercise of the option, the redemption shall be effected upon the following timetable: if the Notice is given within the first three (3) months of the then current fiscal year of the Corporation, the redemption shall be effected promptly after the determination of the consolidated net income of the Companies for the fiscal year within which the notice is given, but if the Notice is given after the first three (3) months of the then current fiscal year, the redemption shall be effected promptly after the determination of the consolidated net income of the Companies for the fiscal year immediately following the fiscal year within which the Notice is given. Once a party has given the Notice, the Notice may not be revoked, and the party giving the Notice shall be obligated to consummate the redemption transaction upon the terms of this Article Fifth, unless the other party shall agree to the contrary in writing or unless the Public Offering shall close prior to the date the redemption of stock under this Article Fifth, Paragraph 3 is to close. The price paid for the redemption of the stock shall be the "Proportionate Share" (as that term is defined

below) of the greater of the "Redemption Value" (as that term is defined below) determined as of the effective date of the redemption or the "Minimum Value" (as that term is defined below) determined as of the effective date of the redemption. The term "Proportionate Share" means the fraction, the numerator of which is the number of shares being redeemed and the denominator of which is the total number of shares of Non-Redeemable Common Stock and Redeemable Common Stock issued and outstanding on the effective date of the redemption. The term "Redemption Value" shall mean the consolidated book value of the Companies increased by the LIFO inventory reserves maintained by the Companies and further increased by five (5) times the "weighted average" of the consolidated net income for the Companies for the three (3) full fiscal years immediately preceding the effective date of the redemption. The "weighted average" of the consolidated net income for the Companies shall consist of the sum of (i) three (3) times the consolidated net income of the Companies of the third preceding fiscal year, plus (ii) four (4) times the consolidated net income of the Companies in the second preceding fiscal year, plus (iii) five (5) times the consolidated net income of the Companies in the immediately preceding full fiscal year, which sum is then divided by the integer twelve (12). The term "Minimum Value" shall mean the sum of Six Hundred Thousand Dollars ($600,000.00), except that if the consolidated book value of the Companies as of the effective date of the redemption has declined below the consolidated book value of the Corporation, Bee Gee and Bee Gee Book as of March 1, 1985, then the Six Hundred Thousand Dollar ($600,000.00) figure shall be reduced in proportion to the reduction in consolidated book values. The redemption price shall be payable upon the terms set forth in Article Fifth, Paragraph 4 below.

4. The price for the redemption of stock pursuant to Article Fifth, Paragraphs 2 and 3 shall be paid by the Corporation in sixty (60) equal monthly installments, plus interest as hereafter provided, beginning on the first day of the first calendar month following the effective date of the redemption. Interest on the unpaid balance of the redemption price shall accrue initially at the "Prime Rate" published on the effective date of the redemption, or if the "Prime Rate" is not published on that date, then interest shall initially accrue at the "Prime Rate" published on the last day preceding the effective date of the redemption for which such information was published. Thereafter, the rate at which interest shall accrue shall be adjusted as of the first day of each calendar quarter to the "Prime Rate" published on such day, or if the "Prime Rate" is not published on that day, then the interest rate shall be adjusted as of the first day of the new calendar quarter to the "Prime Rate" published on the last day preceding the first day of the new calendar quarter for which such information was published. The "Prime Rate" is the highest base rate of interest charged by large U.S. money center commercial banks on corporate loans as presently published by The Wall Street Journal under the heading or column entitled "Money Rates" or any future substitute heading or column published by The Wall Street Journal. Notwithstanding any other provision of this Article Fifth, Paragraph 4, the rate at which

other provision of this Article Fifth, Paragraph 4, the rate at which interest shall accrue upon the unpaid balance of the redemption price shall not at any time be greater than fifteen percent (15%) per year nor less than ten percent (10%) per year.

5. In the event that the Corporation has insufficient surplus for a redemption of stock under Article Fifth, Paragraphs 2 and 3 to be lawfully effected, the Corporation shall take all actions permitted under Maryland law which are necessary or desireable to create additional surplus in order that the redemption may be lawfully effected in full. If, despite the taking of all permissable actions pursuant to the terms of the immediately preceding sentence, it is not possible to create sufficient surplus to permit the redemption of all of stock which is to be redeemed under the terms of Article Fifth, Paragraph 2 or 3 above, then at the time for the redemption, the Corporation shall acquire as many shares of stock as it may lawfully redeem at an aggregate redemption price which is reduced in proportion to the reduction in the number of shares then being redeemed, and the Corporation shall thereafter redeem the balance of the shares at the same per share redemption price as soon and to the extent it may lawfully do so.

6. Until October 1, 1998, the Corporation may not liquidate and dissolve unless such actions are approved by both a majority of the Redeemable Common Stock and a majority of the Non-Redeemable Common Stock. Except as provided in the immediately preceeding sentence, the voting of the capital stock of the Corporation shall be conducted as if the shares of the Redeemable Common Stock and Non-Redeemable Common Stock were a single class of common stock with each share being entitled to one vote upon all matters submitted to shareholder vote.

7. In the event that the holders of the Redeemable Common Stock exercise the option to cause the redemption of such stock under Article Ninth, Paragraph 3 and the Corporation fails to carry out such redemption in accordance with the terms of this Article Ninth to the fullest extent permitted under Maryland corporate law, the Corporation shall be liable to the holders of the Redeemable Common Stock for all reasonable attorneys' fees incurred by such holders in enforcing their right to the redemption.

8. Until the first to happen of (a) the transfer or sale (other than the transfer or sale directly to shareholders of LSI) by LSI, in one or more transactions, of more than a majority of the Redeemable Common Stock issued to LSI at the Closing (or of any other class of capital stock into which the shares of Redeemable Common Stock issued to LSI at the Closing may subsequently be converted), (b) the closing of a Public Offering (c) the closing of an offering of capital stock of the Corporation for in excess of Five Hundred Thousand Dollars ($500,000.00) in cash conducted under Section 4(2) of the Securities Act of 1933 or Regulation D promulgated by the SEC (or any successor statute or regulation), the holders of the Redeemable Common Stock shall elect and at all times be represented by one member of the Board of Directors of

the Corporation. In the event of the removal or resignation of the director elected by the holders of the Redeemable Common Stock, the remaining members of the Board of Directors shall elect the nominee of the holders of a majority of the Redeemable Common Stock to fill the vacancy so created.

SECOND: The Charter of the Corporation is hereby amended by inserting a new ARTICLE NINTH reading as follows:

ARTICLE NINTH:

1. If there shall be any change in the capital structure of the Corporation after the Closing which will change the number of shares of Redeemable Common Stock or Non-Redeemable Common Stock issued and outstanding, whether by stock dividend, split, redemnification, recapitalization, consolidation, merger, reorganization, sale of stock or otherwise, the holders ("the "Holders") of the Redeemable Common Stock issued in the Closing shall participate in the subject transactions on the same terms as all other stockholders of the Corporation in order that the aggregate percentage of issued and outstanding capital stock of such Holders and their assigns shall not be altered as a result of the change in the capital structure of the Corporation.

2. Notwithstanding the provisions of Article Ninth, Paragraph 1, the corporation may conduct one or more offerings of its capital stock for in excess of Five Hundred Thousand Dollars ($500,000.00) in cash conducted under Section 4(2) of the Securities Act of 1933, as amended or Regulation D promulgated by the SEC (or any successor statute or regulation), provided that the HOLDERS and their assigns are offered opportunities to purchase twenty percent (20%) of the securities being offered therein upon the same terms as are offered to the other purchasers in the offerings.

3. Article Ninth, Paragraphs 1 and 2 shall expire thirteen (13) years from the date of the Closing.

4. Except as provided to the contrary in this Article Ninth, no holder of stock of any class shall have any preemptive right to subscribe to, purchase or otherwise acquire any shares of capital stock of any class now or hereafter authorized, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

THIRD: The recapitalization of the Corporation effected by these Articles of Amendment shall be implemented in the following manner.

1. Upon the acceptance of these Articles of Amendment by the Maryland State Department of Assessments and Taxation, each of the outstanding shares

of Common Stock of the Corporation outstanding on such date shall be automatically converted into one share of Non-Redeemable Common Stock and each certificate representing shares of Common Stock of the Corporation outstanding on such date shall be automatically converted to and shall thereafter be deemed to be a certificate for a like number of shares of Non-Redeemable Common Stock.

FOURTH: By joint unanimous written consent of all Directors and Stockholders of the Corporation dated as of September 10, 1985, taken pursuant to Sections 2-408 and 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors and Stockholders of the Corporation advised, approved and adopted the foregoing amendments.

FIFTH: Immediately prior to the foregoing amendment to the Charter of the Corporation, the Corporation had authority to issue ten thousand (10,000) shares of stock, par value Ten Dollars ($10.00) per share, with an aggregate par value of One Hundred Thousand Dollars ($100,000.00) all of one class.

SIXTH: Immediately following the foregoing amendment to the Charter of the Corporation, the Corporation had authority to issue eleven thousand (11,000) shares of common stock, par value Ten Dollars ($10.00) per share, with an aggregate par value of One Hundred Ten Thousand Dollars ($110,000.00) of two classes as follows: Ten Thousand (10,000) shares of Non-Redeemable Common Stock, par value Ten Dollars ($10.00) per share with an aggregate par value of One Hundred Thousand Dollars ($100,000.00) and One Thousand (1,000) of Redeemable Common Stock par value Ten Dollars ($10.00) per share with an aggregate par value of Ten Thousand Dollars ($10,000.00).

IN WITNESS WHEREOF, INTERSTATE RECORD DISTRIBUTORS, INC. has caused these Articles of Amendment to be signed and acknowledged in its name and on its behalf by its President and attested by its Secretary on this 13th day of September, 1985, and they acknowledged the same to be the act of said Corporation, and that to the best of their knowledge, information and belief, all matters and facts stated herein are

true in all material respects, and that this statement is made under the penalties of perjury.

ATTEST:

INTERSTATE RECORD DISTRIBUTORS, INC.

Melvin C. Greenwald

Melvin C. Greenwald, Secretary

By: Richard M. Greenwald (SEAL)

Richard M. Greenwald, President

4457
I-00.13

ARTICLES OF AMENDMENT

OF

INTERSTATE RECORDS DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 17, 1985 AT 12:59 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2747, FOLIO 001105, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 24.00	$

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.

Paul B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 185080

Received for Record December 27, 1985 at 3:42 o'clock P.M. Liber 35
168
001574
B 0132CHCK 8.00
01985 12-27 P3:42

ARTICLES OF INCORPORATION

OF

CASA - CITIZENS ASSISTING AND SHELTERING THE ABUSED, INC.

FIRST: I, VICKI A. SADEHVANDI, whose post office address is 116 West Baltimore Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a non-profit, non-stock Corporation 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 CASA - CITIZENS ASSISTING AND SHELTERING THE ABUSED, INC.

THIRD: The Corporation is organized and shall be operated exclusively as a non-profit charitable organization under Section 501(c)(3) of the Internal Revenue Code of 1954 with the following purposes:

(a) The Corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distribution to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of

52528137

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 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 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 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 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) & (b) of this Article THIRD are the following:

1. To secure, establish and maintain shelter for battered spouses and their household members and homeless women.

2. To provide intervention and supportive services to such persons and their families either directly or by referral.

3. To improve community understanding of the causes and consequences of battered spouses and their household members and homeless women.

4. To render counseling, rehabilitation, referral, and other related services to displaced homemakers as well as those persons who have been abandoned by divorce, death or desertion.

5. To provide counseling, accompaniment, referral and other related services to victims of sexual assault.

6. To provide counseling, rehabilitation, referral and other related services to abusers.

7. To seek to make legal services as freely available as possible to the broadest possible group of persons in Washington County.

8. To provide services to aid in the maintenance of the family and family life.

9. To assure that the services of CASA are available to the broadest possible segment of the population of Washington County, including unmarried household members.

10. To collect and compile statistics and profile information on persons who use the services of the Corporation.

11. To engage in exchange of information and cooperation with other groups concerned with battered spouses and household members.

12. To conduct the necessary business function to effectuate the aforesaid activities.

13. To accept and receive from Federal, State, County, municipal and other governmental sources grants of monies or other aid and assistance, and to receive from persons,

firms or corporations, real and personal property, monies, securities and other items of value by gift, bequest or otherwise, for the purposes and for the furtherance of the programs for which the Corporation is organized.

14. To own, hold, manage, invest, sell, convey, mortgage, and otherwise disburse and reinvest from time to time the assets of the Corporation and to use and apply the net income and the principal of all other 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.

15. 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 the Corporation 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 116 West Baltimore Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this state are Susan C. Elgin, 28 Jonathan Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit, it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for and other matters relating to its members shall be set forth in the by-laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be twenty (20), 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 and addresses of the Directors who shall act for the Corporation are:

Celia Ausherman - Route 5, Box 190, Hagerstown, Maryland 21740

Kandyce M. Douglas - 1104 Fry Avenue, Hagerstown, Maryland 21740

Richard W. Douglas - 1104 Fry Avenue, Hagerstown, Maryland 21740

Susan C. Elgin - 175 South Prospect Street, Hagerstown, Maryland 21740

Mary S. Elgin - Hickory Lane, Hagerstown, Maryland 21740

Stewart B. Gold - 175 South Prospect Street, Hagerstown, Maryland 21740

Timothy Griffith - 120 West Main Street, Sharpsburg, Maryland 21782

Edith Karsay - P.O. Box 311, Maugansville, Maryland 21767

Barbara Macht - 216 East Irvin, Hagerstown, Maryland 21740

Eleanor Scott - 974 Noland Drive, Hagerstown, Maryland 21740

Gary Spielman - Hagerstown Police Department, Burhans Boulevard, Hagerstown, Maryland 21740

Paul Waggoner - 2215 Diane Drive, Hagerstown, Maryland 21740

Susan Saum-Wicklein - 43 North Avenue, Hagerstown, Maryland 21740

Michael Wicklein - 43 North Avenue, Hagerstown, Maryland 21740

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 hand of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (as hereinafter defined) of this or any to the State, having a similar or analogous character or purposes, 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 of 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.

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 494 1(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 494 3(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 1954, or corresponding provisions of any subsequent federal tax laws.

ELEVENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of August, 1985, and I acknowledge same to be my act.

WITNESS:

Susan Carol Elgin

Vicki A. Sadehvandi (SEAL)
Vicki A. Sadehvandi

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

I HEREBY CERTIFY, that on this 20th day of August, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Vicki A. Sadehvandi, acknowledged the execution of the aforegoing Articles of Incorporation to her voluntary act.

WITNESS my hand and Notarial Seal.

Lori J. Thomas
Notary Public

My Commission Expires: July 1, 1986

ARTICLES OF INCORPORATION
OF
CASA - CITIZENS ASSISTING AND SHELTERING THE ABUSED, INC

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
SEPTEMBER 09,1985 10:30 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

12

RECORDED IN LIBER 2746 , FOLIO 001573 , OF THE RECORDS OF THE STATE

DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

8.00

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 32	$

D1996883

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. Olmon

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 185114

Received for Record December 27, 1985 at 3:43 o'clock P.M. Liber 35
003096
5.00
B 0133PCK 5.00
01985 12-27 P2:43

ARTICLES OF INCORPORATION

FIRST: We, the below named persons 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:

Craig L. Shupp - 212 Mealy Parkway, Hagerstown, Maryland, 21740.
Susan T. Shupp - 212 Mealy Parkway, Hagerstown, Maryland, 21740.
Warren W. Dodge - 2500 Erdman Avenue, Baltimore, Maryland, 21213.
Joan M. Dodge - 2500 Erdman Avenue, Baltimore, Maryland, 21213

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Automated Drive Systems, Inc.

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

a. To engage in the design, manufacture, distribution, and sale of electrical and mechanical products made in whole or part thereof;

b. To undertake, conduct, assist, promote, and engage in research and development work in conjunction with such manufacture, distribution and sale;

c. To undertake and conduct consulting services as deemed appropriate in connection with such manufacture, distribution, and sale;

d. To engage in any other lawful purpose and/or business as may be necessary, convenient, and desirable to accomplish the above purposes and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 246 Summit Avenue, Hagerstown,

52568398

Maryland, 21740. The name and address of the Resident Agent is Warren W. Dodge, 2500 Erdman Avenue, Baltimore, Maryland, 21213, and said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, with a par value of Ten ($10.00) Dollars per share, all of one class and having an aggregate par value of $100,000.00.

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

(1) If there is no stock outstanding, the number of Directors may be less than four (4) but not less than two (2); 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 chosen and qualified are:

Craig L. Shupp
Susan T. Shupp
Warren W. Dodge
Joan M. Dodge

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 price of redemption of, and the conversion rights of, such shares.

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

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

NINTH: The Corporation may indemnify a present or former Director or Officer of the Corporation or other corporate representative to the maximum extent permitted by and in accordance with Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, 1985 Edition and as amended

from time to time.

TENTH: The Corporation shall have perpetual existence.

WE, THE UNDERSIGNED, being the incorporators named in Article FIRST of the aforegoing Articles of Incorporation, in order to form a corporation in accordance with the provisions of the Annotated Code of Maryland, Corporations and Associations, 1985 Edition as Amended, do make this Certificate, hereby declaring and certifying that the facts herein set forth are true.

IN WITNESS WHEREOF, We have hereunto set our hand and seal this 10th day of September, 1985, at Hagerstown, Washington County, Maryland.

WITNESS:

Michael J. Shafer — Craig L. Shupp (SEAL)
Craig L. Shupp

Michael J. Shafer — Susan T. Shupp (SEAL)
Susan T. Shupp

Lorraine M. Phillips — Warren W. Dodge (SEAL)
Warren W. Dodge

Lorraine M. Phillips — Joan M. Dodge (SEAL)
Joan M. Dodge

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

I HEREBY CERTIFY, that on this 10th day of September, 1985, before me, the subscriber, a Notary Public in and for the State and County afoesaid, personally appeared CRAIG L. SHUPP and SUSAN T. SHUPP, parties to the aforegoing Articles of Incorporation, known to me personally to be such, and they did acknowledge the said Articles to be their act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Official Notarial Seal.

Angela A. Smith
Notary Public

My Commission Expires:
July 1, 1986

STATE OF MARYLAND, CITY OF BALTIMORE, to-wit:

I HEREBY CERTIFY, that on this 12th day of September, 1985, before me, the subscriber, a Notary Public in and for the State and County afoesaid, personally appeared WARREN W. DODGE and JOAN M. DODGE, parties to the aforegoing Articles of Incorporation, known to me personally to be such, and they did acknowledge the said Articles to be their act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Official Notarial Seal.

Lorraine M. Pallagi
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
AUTOMATED DRIVE SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 13,1985 AT 09:30 A. O'CLOCK M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2746, FOLIO 003095, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID
$ 20	$ 20	$

D1998210

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 185333

REceived for Record December 27, 1985 at 3:43 o'clock P.M. 000626
Liber 35

ARTICLES OF INCORPORATION

OF

GRAHAM'S CUSTOM TURKEY CALLS, INC.

RECORD 5.00
B 013 CHGE 3.00
01985 12-27 P3:43

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Michael Dreisbach, whose post office address is Route 1, Box 60-1, Fairplay, Maryland 21733, 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 Graham's Custom Turkey Calls, Inc.

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

The manufacture and sale of turkey calls.

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.

ER AND ELGIN, P.A.
TTORNEYS AT LAW
ERSTOWN, MARYLAND

52588340

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 1, Box 60-1, Fairplay, Maryland 21733. The name and post office address of the Resident Agent of the Corporation in this State is Michael Dreisbach, Route 1, Box 60-1, Fairplay, Maryland 21733. 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 three (3); provided that:

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

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

The name of the director who shall at until the first annual meeting or until his successors are duly chosen and qualifed is Michael Dreisbach.

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 13th day of September, 1985.

WITNESS:

Donna M. Myers

Michael M. Dreisbach

Michael Dreisbach

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

I HEREBY CERTIFY, that on this 13th day of September, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Michael Dreisbach, and acknowledged the execution of the aforegoing 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
GRAHAM'S CUSTOM TURKEY CALLS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 16,1985 AT 10:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2748, FOLIO 000625 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2000909

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. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 185579

Received for Record December 27, 1985 at 3:43 o'clock P.M.
Liber 35

000763

R. H. HENSON MASONRY AND CONSTRUCTION, INC.

RECORD 5.00
S 01350CHCK 5.00
01985 12-27 P3:43

ARTICLES OF INCORPORATION

FIRST: I, Richard H. Henson, III, whose post office address is 303 Cecil Court, Smithsburg, Maryland 21783, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

R. H. Henson Masonry and Construction, Inc.

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

1. To own and carry on the business of masonry and construction contracting.

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 303 Cecil Court, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation is Richard H. Henson, III, 303 Cecil Court, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

52638024

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

Richard H. Henson, III

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

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

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 11th day of September, 1985, and I acknowledge the same to be my act.

WITNESS:

Gwen P. Henson

Richard H. Henson III (SEAL)
Richard H. Henson, III

194

ARTICLES OF INCORPORATION
OF
R. H. HENSON MASONRY AND CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 20, 1985 AT 08:34 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2748, FOLIO 000762 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2001162

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. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 185602

REceived for Record December 27, 1985 at 3:44 o'clock P.M. Liber 35

000913

SALVATORE & WADE, P.A.

RECORD 5.00
B 01360HCK 5.00
01925 12-27 03:44

ok.

ARTICLES OF INCORPORATION

FIRST: I, Thomas A. Wade, whose post office address is 415 Spring Creek Road, 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 Corporation Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is SALVATORE & WADE, P.A.

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

(1) The general practice of law; and to engage in any other lawful purpose and business.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporation 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 44 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are John R. Salvatore,

54050205

44 North 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 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 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: John R. Salvatore and Thomas A. Wade.

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

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

1. The Board of Directors of the Corporation is hereby

empowered to authorize the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

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

3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, or any outstanding stock, and any objecting stockholder whose rights may or shall be 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 infererence from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

4. Notwithstanding any provision of law to the contrary, the affirmative vote of the majority of all 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 subsatntially all, of the property and assets of the Corporation, including goodwill and franchises;

(e) the participation by the Corporation in a share exchange (as defined in the Corporations and Associations Aricles 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 21st day of August, 1985, and I acknowledge the same to be my act.

Thomas A. Wade, Incorporator

ARTICLES OF INCORPORATION
OF
SALVATORE & WADE, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 20, 1985 AT 04:00 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2748, FOLIO 000912 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

5.00

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2001436

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. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 185625

200

A

001544

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:19 P.M.
CORPORATION LIBER 35 JENCO BUILDERS, INC.

RECORD 5.00
B 12220CHCK 5.00
01986 1-13 P1:19

ARTICLES OF INCORPORATION

FIRST: I, Lewis C. Metzner, whose post office address if 49 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To act as a general contractor and/or subcontractor for the construction, repairing, and remodeling of buildings and public works of all kinds, and for the improvement of real estate, and the doing of any and all other business in contracting incidentail thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidential to the furtherance or the carrying out of the powers or purposes herein mentioned.

(2) To engage in the general speculative home building business, including the erection of homes, flats, and apartments; to operate a contracting business; to purchase, own, hold and sell real property, improved and unimproved, or any interest therein or easement thereon; to purchase lands and subdivide same into subdivisions or lots; to loan money upon real estate and to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, and chattel mortgages; to enter into leases as landlord or tenant; to perform or do anything customarily performed or done by a contractor and builder, speculative builder, subdivider, or real property developer; to invest in and hold for investment any real property, shares of stock, bonds, government, private, or corporate; and to engage and enter into agreements of exchange of one parcel of real property for another parcel of real property; and to engage into any other lawful purpose and/or business.

(3) To do anything permitted by Section 2-103 of the Corporation and Association 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 395 South Edgewood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, Esquire, Lewis C. Metzner, P.A., 49 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

52608189

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

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

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

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

The name of the director and sole stockholder of the Corporation who shall act as the director of the Corporation until the first annual meeting or until his successor is duly chosen and qualified is: Frances Marion Leonarczyk, 44 North Miller Street, Fairfield, Pennsylvania 17320.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the 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 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 "Idemnification Section"), as amended from time to time, shall have the same meaning as provided in the indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of August, 1985, and I acknowledge the same to be my act.

L C Metzner

LEWIS C. METZNER

203

ARTICLES OF INCORPORATION
OF
JENCO BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 17,1985 AT 09:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2748, FOLIO 001543, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2002582

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. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 185780

001723
RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:20 P.M.
CORPORATION LIBER 35
RECORD 5.00
$ 122300CK 5.00
01986 1-13 P1:20

BOWER - HENSON BUILDERS, INC.

ARTICLES OF INCORPORATION

FIRST: We, Marvin Lewis Bower, Jr. and Richard H. Henson, III, whose post office address is Route 1, Box 195 B3, Keedysville, Maryland 21756, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

Bower - Henson Builders, Inc.

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

1. To own and carry on the business of Residential Construction.

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 303 Cecil Court, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation is Richard H. Henson, III, 303 Cecil Court, Smithsburg, Maryland 21783. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased 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

52638025

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:

Richard H. Henson, III
Marvin Lewis Bower, Jr.

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

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

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

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

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

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

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

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

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 18 day of September, 1985, and we acknowledge the same to be our act.

WITNESS:

Gwen P. Henson — Richard H. Henson III (SEAL)
Richard H. Henson, III

Gwen P. Henson — Marvin Lewis Bower, Jr. (SEAL)
Marvin Lewis Bower, Jr.

208

ARTICLES OF INCORPORATION
OF
BOWER - HENSON BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
SEPTEMBER 20,1985 08:24 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2748 , FOLIO 001722 , OF THE RECORDS OF THE STATE

DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2002889

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. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 185810

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:20 P.M.
CORPORATION LIBER 35

000472

RECORD 5.00
2 1024CHGK 5.00
01926 1-13 P1:20

RK

EAGLE FORGE RESOURCES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Lewis C. Metzner, whose post office address if 49 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To act as a general contractor for consultation, construction, repairing, designing, remodeling, and improvement of waste water treatment plants and programs and for consulting, contracting, building, repairing, and remodeling and all facilities or designs which relate to recycling processes, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidential to the furtherance or the carrying out of the powers or purposes herein mentioned.

1985 SEP 23 A 9:40

(2) To purchase, own, hold and sell real property, improved and unimproved, any interest therein or easement thereon; to purchase lands to accept secured and unsecured notes as collateral for same; to execute notes, deeds of trust, mortgages, and chattel mortgages; to enter into leases as landlord or tenant; to perform or do anything customarily performed or done by consultants or contractors in the construction and consulting business; to invest in and hold for investment any real property, shares of stock, bonds, government, private, or corporate; and to engage and enter into agreements of exchange of property both real and personal; into any other lawful purpose and/or business.

(3) To do anything permitted by Section 2-103 of the Corporation and Association 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 13743 John Kline Road, Smithsburg, Maryland 21783. The name and post office address of the Resident Agent of the Corporation in this State is Lewis C. Metzner, Esquire, Lewis C. Metzner, P.A., 49 North Potomac Street, 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 (5000) shares of common stock, without par value.

52668090

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

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

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

The name of the directors who shall act as the directors of te Corporation until the first annual meeting are: Lewis C. Metzner, P.A. and Mike Mc Gaughey. The members of the board are as follows: President, Lewis C. Metzner, P.A.; Vice President, Mike Mc Gaughey; Secretary, Mike Mc Gaughey; Treasurer, Mike Mc Gaughey.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the 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 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 "Idemnification Section"), as amended from time to time, shall have the same meaning as provided in the indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of Sept, 1985, and I acknowledge the same to be my act.

LEWIS C. METZNER

212

ARTICLES OF INCORPORATION
OF
EAGLE FORGE RESOURCES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 23, 1985 AT 09:40 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2749, FOLIO 000471, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2003911

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 185915

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:20 P.M.
CORPORATION LIBER 35

RECORD 5.00
B 1225CHCK 5.00
01986 1-13 P1:20

ARTICLES OF INCORPORATION

HAGERSTOWN CONSTRUCTION SERVICES, INC.

FIRST: I, Kent N. Oliver, whose post office address is 34 West Franklin 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 HAGERSTOWN CONSTRUCTION SERVICES, INC.

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

(1) To provide construction 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 34 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kent N. Oliver, 34 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 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: Kent N. Oliver.

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

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

convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

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

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

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

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

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

the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of September, 1985, and I acknowledge the same to be my act.

WITNESS:

Stephanie D. Sward

Kent N. Oliver

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

I HEREBY CERTIFY, That on this 24th day of September 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kent N. Oliver and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Stephanie D. Sward
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
HAGERSTOWN CONSTRUCTION SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 24,1985 AT 12:53 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2748 , FOLIO 002678 , OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2004133

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 185933

002707

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:21 P.M.
CORPORATION LIBER 35

RECORD 5.00
B 1236CHCK 5.00
01786 1-13 P1:21

ARTICLES OF INCORPORATION

JEFF'S ENTERPRISES, INC.

FIRST: I, Ray H. Miller, whose post office address is 915 Kuhn 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 Jeff's ENTERPRISES, INC.

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

(1) To operate a tavern for the On/Off Sale of Alcoholic Beverages; 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 Rt. #2, Box 165, Hagerstown, Maryland 21740, on the East side of U.S. 40 West, at the intersection of Walnut Point Road. The name and post office address of the Resident Agent of the Corporation in this State is Ray H. Miller, 915 Kuhn 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 5,000 shares of common stock, without par value.

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

(1) If there is not stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

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

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Ray H. Miller, Nancy L. Miller and Jeffrey Alan Miller.

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:

52088103

(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 day of September, 1985, and I acknowledge the same to be my act.

WITNESS:

Stormie D. Seward Ray H Miller
Ray H. Miller

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

I HEREBY CERTIFY, That on this 23rd day of September, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ray H. Miller and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Stormie D. Seward
Notary Public

My Commission Expires:
July 1, 1986

220

ARTICLES OF INCORPORATION
OF
JEFF'S ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 24,1985 AT 12:53 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2748 , FOLIO 002706 , OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2004174

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.

Gail B. Ackman

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 185937

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:21 P.M.
CORPORATION LIBER 35

BURGER'S SUNOCO, INC
ARTICLES OF REVIVAL
(Under Section 85)

RECORD 5.00
B 1227 CHK 5.00
1986 1-13 P1:21

Burger's Sunoco, 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 October 7, 1981, for the non-payment of penalty assessment with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revivial 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 Burger's Sunoco, Inc.

THIRD: The name by which the Corporation will hereafter be known is Burger's Sunoco, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 890 Pennsylvania Avenue, 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 the State of Maryland are Robert R. Burger, Route #1, Box 44-A, Clear Spring, Washington County, Maryland, 21722. Said resident agent is a citizen actually residing in this State.

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

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on Burger's Sunoco, Inc..

Robert R. Burger
President

Linda Burger
Secretary

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

I HEREBY CERTIFY THAT on this 24th day of September, 1985, before me, the subscriber, a Notary Public in the State and County aforesaid, personally appeared Robert R. Burger, the last acting President of Burger's Sunoco, Inc., a Maryland corporation, and severally acknowledged the aforegoing Articles of Revival to be their act.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1986

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Robert R. Burger, President of Burger's Sunoco 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.

Robert R Burger
(PRINT NAME BENEATH SIGNATURE)
Robert R. Burger

I hereby certify that on 9/24/85 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for
Washington County personally appeared
(insert name or county for which notary is appointed)
Robert R Burger 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
Kathrine Baeder
(Signature of notary public)

My Commission expires 7/1/86.

224

ARTICLES OF REVIVAL

OF

BURGER'S SUNOCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 27, 1985 AT 10:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2757, FOLIO 000378 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 5.00	$ 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. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 186064

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:21 P.M.
CORPORATION LIBER 35

PURE PIZZAZZ & CO., INC.

ARTICLES OF INCORPORATION

RECORD 5.00
B 12280CHK 5.00
01926 1-13 P1:21

FIRST: We, Sharon K. Frey, 1305 The Terrace, Hagerstown, Maryland 21740, and Cynthia E. Pennesi, 21 Elgin Boulevard, Hagerstown, Maryland 21740, being at least eighteen years of age, hereby form a corporation under and by virtue of the general laws of the state of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Pure Pizzazz & Co., Inc.).

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

(1) To operate a hair styling and beauty salon; 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 701 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Cynthia E. Pennesi, 701 Dual Highway, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

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

52655231

SIXTH: The number of Directors of the Corporation shall be four, which may 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 Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Cynthia E. Pennesi
Sharon K. Frey
John J. Pennesi
Ronald L. Frey

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 stock of any class, whether now or hereafter authorized or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or

changing in any one or more respects from time to time before the issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of the redemption of such stock.

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

The enumeration and definition of a particular power of the Board of Directors included in the aforegoing 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 enforce.

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 16th day of September, 1985, and we acknowledge the same to be our act.

Sharon K. Frey
Sharon K. Frey

Cynthia E. Pennesi
Cynthia E. Pennesi

Myra P. Newbraugh
WITNESS

Myra P. Newbraugh
WITNESS

STATE OF MARYLAND, WASHINGTON COUTNY, To-Wit:

I HEREBY CERTIFY that on this 16th day of September, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Sharon K. Frey who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Incorporation are true to the best of her knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

Myra P. Newbraugh
Notary Public

My Commission Expires:

7-1-86

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY tht on this 16th day of September, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Cynthia E. Pennesi who made oath in due form of law that the matters and facts set forth in the aforegoing Articles of Incorporation are true to the best of her knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

Myra P. Newbraugh
Notary Public

My Commission Expires:

7-1-86

ARTICLES OF INCORPORATION
OF
PURE PIZZAZZ & CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 26,1985 AT 10:11 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2749, FOLIO 001105, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 500	$

D2005569

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 186130

T5-060

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:22 P.M.
CORPORATION LIBER 35

RECORD 5.00
B 1229CHCK 5.00
01936 1-13 P1:22

ANITA LYNNE HOME, INC.

ARTICLES OF AMENDMENT

Anita Lynne Home, 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 Paragraph SECOND of the Articles of Incorporation and inserting in lieu thereof the following:

> SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is: R. H. Tebbs Home, Inc.

SECOND: The Amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by a majority of the entire Board of Directors, there being no shares of stock entitled to vote thereon and the corporation having no members other than the aforesaid Board of Directors.

IN WITNESS WHEREOF, Anita Lynne Home, Inc., has caused these presents to be signed in its name and on its behalf by its President, Richard H. Tebbs, and its corporate seal to be hereunto affixed and attested by its Secretary, Roy Grove on the 18th day of September, 1985.

ATTEST TO CORP. SEAL:
19

Roy Grove
Roy Grove
Secretary

ANITA LYNNE HOME, INC.

Richard H. Tebbs
Richard H. Tebbs
President

52748035

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 18th day of September, 1985, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Washington, personally appeared Richard H. Tebbs, President of Anita Lynne Home, Inc., a Maryland Corporation, and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Roy Grove and made oath in due form of law that he was Secretary of the meeting of the Directors of said Corporation at which the Amendment of the Charter of the Corporation therein set forth was approved, and that the matters and facts set forth in said Articles of Amendment are true to the best of his knowledge, information and belief.

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

E. LaVerne Kendle
Notary Public

My commission expires: 7/1/86

ARTICLES OF AMENDMENT

OF

ANITA LYNNE HOME, INC.

Changing its name to

R. H. TEBBS HOME, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 30, 1985 AT 1:38 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2751, FOLIO 000522, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 186304

RECEIVED FOR RECORD ON
JANUARY 13, 1986, at
1:22 P.M. CORPORATION LIBER 35

002583

1985 SEP 24 A 9:56

RECORD 5.00
8 12200CHK 5.00
01986 1-13 P1:2

ARTICLES OF INCORPORATION

OF

DITTO TRANSPORT, INC.
(A Close Corporation)

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 DITTO TRANSPORT, 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 organize, maintain and operate for hire a transportation service in the United States for the purpose of tansporting merchandise and freight of every description whatsoever by means of truck and vehicles of every kind; to buy, sell, lease and deal in motor vehicles and their fuels and accessories; to operate and maintain garages and to store, repair, rent and lease trucks and other vehicles; to do generally all and every other thing necessary and incident to the business of a trucking company.

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

52768200

FIFTH: The post office of the principal office of the Corporation in this State is Route 9, Box 17, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Victor C. Ditto, III, Route 9, Box 17, 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 thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) 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 one (1), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one; and the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualifies is Victor C. Ditto, III.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 23rd day of September, 1985.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

I HEREBY CERTIFY, that on this 23rd day of September, 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

PATRICIA L. WITMER NOTARY PUBLIC WASHINGTON COUNTY, MD.

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
DITTO TRANSPORT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 03, 1985 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2751, FOLIO 002582, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2009082

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 186691

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:23 P.M.
CORPORATION LIBER 35

002771

RECORD 5.00
B 1231CHCK 5.00
01986 1-13 P1:23

ARTICLES OF INCORPORATION

OF

ATHLETIC DEVELOPMENT SERVICES, INC.

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 ATHLETIC DEVELOPMENT SERVICES, INC. (the "Corporation").

THIRD: The purposes for which the Corporation is formed are to (1) engage in promotional activity for athletic events including the editing and publishing of a magazine, (2) contract for and distribute sports related specialty items to high school, college and professional teams, (3) provide consulting services for the marketing of athletic contests and related events to design and produce sports and entertainment related publications, and (4) 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 125 West Washington Street, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Joseph Powell, 125 West Washington Street, 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

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, Hugh Schindel, Alvin Massey, and Joseph Powell.

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 27th day of September, 1985.

Donald R. Mering

238

ARTICLES OF INCORPORATION
OF
ATHLETIC DEVELOPMENT SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 30, 1985 AT 11:42 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2751, FOLIO 002770 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2009421

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 186721

060

RECEIVED FOR RECORD ON JANUARY 13, 1986, at 1:23 P.M.
CORPORATION LIBER 35

001985

RECORD 5.00
B 1232CHCK 5.00
01986 1-13 P1:23

VANS CONSTRUCTION COMPANY

Articles of Revival

First: The name of the corporation at the time the charter was forfeited was Vans Construction Company

Second: The name which the corporation will use after revival is Vans Construction Company Inc.

Third: The name and address of the resident agent are:
Steven Fruin
36 South Charles Street
Baltimore, Md. 21201

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.

Sixth: The address of the principal office in this state is
906 Potomac Avenue
Hagerstown, Maryland 21740

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

Donald Van Peenen
Last Acting President

Carol Van Peenen
Last Acting Secretary

52628370

[redacted]

52778054

001986

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Carol Van Reenan, Secretary of Van's Construction 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.

Carol Van Reenan

(PRINT NAME BENEATH SIGNATURE)
Carol Van Reenan

I hereby certify that on 9-13-85 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for
Washington personally appeared
(insert name or county for which notary is appointed)

Carol Van Reenan 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

Debbie L. Slick
(Signature of notary public)

DEBBIE L. SLICK
NOTARY PUBLIC STATE OF MARYLA

My Commission expires July 1, 1986

ARTICLES OF REVIVAL

OF

VAN'S CONSTRUCTION COMPANY

Changing its name to

VANS CONSTRUCTION COMPANY INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 4, 1985 AT 10:22 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2753, FOLIO 001984, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 5.00	$ 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 186881

5-060

242

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:23 P.M.
CORPORATION LIBER 35

001058

RECORD 5.00
CHECK 5.00
01986 1-13 P1:23

ARTICLES OF INCORPORATION

OF

HYDRO-PURE, 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 HYDRO-PURE, 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 market water purification 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, 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 address of the principal office of the Corporation in this State is 52 Redwood Drive, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Philip Petry, Route 1, Box 301, Clear Spring, Maryland 21722. Said resident agent is a citizen actually residing in this State.

52886297

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 one (1), which number may be increased pursuant to the by-laws of the Corporation, but shall never be less than one; and the name of the director who shall act until the first annual meeting or until a successor is duly chosen and qualify is: Russell R. Marks.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 8th day of October, 1985.

WITNESS:

Susan E. Becker

Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY, that on this 8th day of October, 1985, 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, and for the purposes therein contained.

WITNESS my hand and Notarial Seal.

Susan E. Becker
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
HYDRO-PURE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 09,1985 AT 09:50 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2753 , FOLIO 001057 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$
	5.00	

D2012094

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.

Gail B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 187123

RECEIVED FOR RECORD ON JANUARY 13, 1986, at 1:23 P.M. CORPORATION LIBER 35

001395
RECORD 5.00
B 1234CHGK 5.00
01956 1-13 P1:23

ARTICLES OF INCORPORATION

OF

METEORLITES PRODUCTIONS INC.

FIRST: I, John S. Hoenigmann, whose post office address is 70 Pine Street, New York, New York, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

METEORLITES PRODUCTIONS INC.

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

(a) To buy, sell, lease, operate and generally deal in and with any and all types of lights, lighting equipment and accessories and to do anything necessary or incidental to accomplish these purposes.

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

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

FOURTH: The post office address of the principal office of the Corporation in this State is 20 North Mulberry Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is Mike Scarfe, 20 North Mulberry Street, Hagerstown, Maryland 21740.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one thousand (1,000) shares, and the par value of each of such shares is one dollar ($1.00).

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

52838335

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

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act this 7th day of October, 1985.

John S. Hoenigmann (SEAL)

ARTICLES OF INCORPORATION
OF
METEORLITES PRODUCTIONS INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 10,1985 AT 01:37 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2753, FOLIO 001394, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$
	5.00	

D2012680

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 187166

5-060

RECEIVED FOR RECORD ON JANUARY 13, 1986, at 1:24 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

001578

*ACTS OF WASHINGTON COUNTY, INC.

To: The Secretary of State, State of Maryland

We, the undersigned, being natural persons of age 21 or more, do hereby act as incorporators.

Article I

The name of the corporation is: ACTS of Washington County, Inc.

RECORD 5.00
B 1035CHGE 5.00
01786 1-13 P1:24

Article II

The period of the corporation's duration is perpetual.

Article III

Section 1: The corporation is organized and shall be operated exclusively for charitable, religious, and educational purposes. More particularly, the purpose of this organization is to provide wholesome, Christian and family television programming to the citizens of Washington County, Maryland through the production of local television programming, and through obtaining the programming of the American Christian Television System, Inc.

Section 2: This corporation is also organized to promote, encourage, and foster any other similar charitable, religious, and educational activities; to accept, hold, invest, and reinvest and administer any gifts, legacies, bequests, devices, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the corporation; to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of the corporation. But no act may be performed which would violate section 501(c)(3) of the Internal Revenue Code of 1954 (or successor statute of similar import).

Section 3: The corporation shall not be authorized to issue capital stock.

Article IV

Section 1: Each cooperating church affiliated with the Southern Baptist Convention which contributes financially through the Southern Baptist Convention cooperative program and pays a satellite rental fee share of 10¢ per resident member per month and which agrees to contribute to the capital and operating costs of the corporation shall be entitled to designate at least one director to serve on the corporation's board of directors.

Section 2: The Southern Baptist Convention director of missions for the Blue Ridge Baptist Association shall also be a member of the board of directors with all rights and privileges appurtenant thereto.

Article V

The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the power of the corporation and its directors:

(a) No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its incorporators, directors, officers or other private persons, except that the corporation shall be authorized and empowered to make payments and distributions in furtherance of its purposes as 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, or intervene in (by the publication or distribution of statements or otherwise) 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 by (1) a corporation exempt from Federal Income Tax under

*ACTS is an acronym for American Christian Television System.

52828269

Article V (a) cont

Section 501(c)(3) of the Internal Revenue Code of 1954 (or a successor statute of similar import) or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or a successor statute of similar import).

(b) If in the event this corporation is in any one year a "private foundation" as defined by Section 509(a) of the Internal Revenue Code of 1954 (or a successor statute of similar import) it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Internal Revenue Code of 1954 (or a successor statute of similar import); and further, shall be prohibited from: any act of "self dealing" as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or a successor statute of similar import); from retaining any "excess business holdings" as defined by Section 493(c) of the Internal Revenue Code of 1954 (or a successor statute of similar import); from making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Internal Revenue Code of 1954 (or a successor statute of similar import).

(c) No gift or grant will be accepted if it contains major conditions which would restrict or violate any of the charitable or educational purposes or if it would require serving a private as opposed to public interest.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the organization in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, educational and 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 successor statute of similar import) as the Board of Directors shall determine.

Article VI

All business and financial affairs of the corporation shall be conducted in accordance with the Business and Financial Plan of the Southern Baptist Convention.

Article VII

The initial registered office of the corporation shall be located at 201 Oak Valley Drive, Hagerstown, Maryland and the name of the initial registered agent at such address shall be Wendell G. Gross.

Article VIII

The number of directors constituting the initial board of directors shall be three.

Article IX

These articles may not be altered or amended without the affirmative vote of two-thirds of all directors of the corporation.

Article X

The names and addresses of the persons who will serve as the initial directors until the first annual meeting of the board of directors, or until their successors shall be elected and qualified are:

Article X cont 001580

Wendell G. Gross, 201 Oak Valley Drive, Hagerstown, MD. 21740
Boyd Wiggins, 30 Kent Avenue, Hagerstown, MD 21740
Richard Gross, 3 Nursery Road, Hagerstown, MD 21740

The names and addresses of the incorporators of the corporation are as follows:

Wendell G. Gross, 201 Oak Valley Drive, Hagerstown, MD 21740
Boyd Wiggins, 30 Kent Avenue, Hagerstown, MD 21740
Richard Gross, 3 Nursery Road, Hagerstown, MD 21740

In witness whereof, we, Wendell G. Gross, Boyd Wiggins, and Richard Gross being the undersigned incorporators of ACTS of Washington County, Inc. and being duly sworn say that we have read the foregoing articles of incorporation of the contents thereof, that the name is true to the best of our knowledge, information and belief.

SIGNATURES:

Wendell G. Gross
Wendell G. Gross

Boyd Wiggins
Boyd Wiggins

Richard Gross
Richard Gross

State of Maryland

County of Washington

I HEREBY CERTIFY that on October 6, 1985, before me, the subscriber, a notary public of the State of Maryland, in and for the County of Washington personally appeared Wendell G. Gross, Boyd Wiggins and Richard Gross and severally acknowledged the foregoing Articles of Incorporation to be their act.

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

Eileen W. Higgins
Notary Public

My Commission Expires July 1, 1988

ARTICLES OF INCORPORATION
OF
ACTS OF WASHINGTON COUNTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 09, 1985 AT 09:47 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2753, FOLIO 001577, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$
	5.00	

D2012995

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 187197

5-060

252

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:24 P.M. CORPORATION LIBER 35

002314

RECORD 5.00
12862CHGK 5.00
01PD6 1-13 P1:24

ARTICLES OF INCORPORATION

EASTERN STATES SALES & SERVICES, INC.

FIRST: I, Richard W. Lauricella, whose post office address is P.O. Box 1269, Hagerstown, Maryland 21741-1269 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 Eastern States Sales & Services, Inc.

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

(1) Sale and service of beverage 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 2524 North Meadow Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Howard E. Messersmith, 2524 North Meadow 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 1,000 shares of common stock, with $100.00 par value.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, 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 Director who shall act until the first annual meeting or until successors are duly elected and qualify is: Howard E. Messersmith, President.

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:

52878069

(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 8th day of October, 1985, and I acknowledge the same to be my act.

WITNESS:

Stephanie D. Shuck

Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 8th day of October, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard W. Lauricella and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Stephanie D. Shuck
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
EASTERN STATES SALES & SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 14,1985 AT 09:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2753 , FOLIO 002313 , OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2013837

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 187253

5-060

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:24 P.M.
CORPORATION LIBER 35

85 OCT -4 A 11:23

JIM W. & RUTH K. WILCOX, INC.

ARTICLES OF INCORPORATION

FIRST: We, James W. Wilcox and Ruth K. Wilcox, whose post office address is Route 4, Box 248, Smithsburg, Maryland, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

RECORD 5.00
B 1237CHCK 5.00
01986 1-13 P1:24

Jim W. & Ruth K. Wilcox, Inc.

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

1. To own and carry on the business of Real Estate Sales.

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 4, Box 248, Smithsburg, Maryland. The name and post office address of the Resident Agent of the Corporation is Michael G. Day, 120 West Washington Street, Hagerstown, Maryland. Said Resident Agent is an individual actually residing in this State.

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

52878416
52878417

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:

James W. Wilcox
Ruth K. Wilcox

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

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

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time, before issuance

of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

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

2. The Corporation shall indemnify a present or

former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 9th day of September 1985, and We acknowledge the same to be our act.

WITNESS:

_____ James W. Wilcox (SEAL)
James W. Wilcox

_____ Ruth K. Wilcox (SEAL)
Ruth K. Wilcox

ARTICLES OF INCORPORATION
OF
JIM W. & RUTH K. WILCOX, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 14,1985 AT 10:46 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2753, FOLIO 2739, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2014512

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 187305

T5-060

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:24 P.M.
CORPORATION LIBER 35

00036355

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER are entered into this 14th day of October, 1985, by and between Majestic of Hagerstown, Inc., a Maryland corporation, (hereinafter sometimes referred to as the "Transferor") and Gene Garvin Bowers, an individual, (hereinafter sometimes referred to as the "Transferee").

RECORD 6.00
3 CHECK 5.00
01986 1-13 P1:24

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, his successors and assigns as is hereinafter recited.

SECOND: The name, post office address, and principal place of business of Transferee are: Gene Garvin Bowers, 105 South Antietam Street, Funkstown, Maryland 21734.

THIRD: The name and state of incorporation of the corporation party to these Articles of Sale and Transfer is as follows:

Transferor is Majestic of Hagerstown, Inc., a corporation organized under the laws of the state of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as is more particularly described in Article NINTH is Twenty Two Thousand Five Hundred ($22,500.00) Dollars to be paid in accordance with the terms of a Contract of Sale by and between the parties dated September 6, 1985.

FIFTH: The principal office of Transferor is in the city

of Hagerstown, Maryland. The Transferor owns no real property in the State of Maryland.

SIXTH: The location of the office of the Transferee in the state of Maryland is 105 South Antietam Street, Funkstown, Maryland 21734, at which address is the only real property owned by the Transferee in this state, which is located in Washington County.

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 Trasnfer 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: Transferee indicates its approval and joinder in

these Articles by its execution of same.

NINTH: In consideration of the payment to Transferor of Twenty Two Thousand Five Hundred ($22,500.00) Dollars, in accordance with the terms and conditions of the above referenced Contract of Sale, Transferor does hereby bargain, sell, deed, grant, convey and assign to Transferee, its successors and assigns, the items listed in the aforementioned Contract of Sale, which are comprised of restaurant equipment, goodwill and a covenant not to compete. No real property is sold or transferred pursuant to these Articles.

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, an individual, 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 same with the State Department of Assessments and Taxation.

IN WITNESS WHEREOF, Majestic of Hagerstown, Inc. and Gene Garvin Bowers, 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 the parties as of the day of October 1985.

Attest to Signature
and Corporate Seal:

MAJESTIC OF HAGERSTOWN, INC.
A Maryland corporation

Olga Nakopoulos
Secretary

By: Constantine Nakopoulos
Constantine Nakopoulos,
President

Witness:

Gene Garvin Bowers
Gene Garvin Bowers

The undersigned, President of Majestic of Hagerstown, 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.

MAJESTIC OF HAGERSTOWN, INC.

By: Constantine Nakopoulos
Constantine Nakopoulos,
President

The undersigned, Gene Garvin Bowers, the Tranferee herein, hereby acknowledges the foregoing Articles of Sale and Transfer and further certifies, that to the best of his knowledge,

003639

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.

Gene Garvin Bowers

Gene Garvin Bowers

ARTICLES OF SALE AND TRANSFER

BETWEEN

MAJESTIC OF HAGERSTOWN, INC. (MD CORP.) TRANSFEROR

AND

GENE GARVIN BOWERS (AN INDIVIDUAL) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 17, 1985 AT 10:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2754, FOLIO 003633, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 24.00	$

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 187383

5-060

268

THE MARYLAND SYMPHONY ORCHESTRA

.002631

Music Director, Barry Tuckwell

General Manager, Jane Peatling

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:25 P.M.
CORPORATION LIBER 35

RECORD .50
RECORD 1.50
$ 1239CHCK 2.00
01986 1-13 P1:35

BOARD OF DIRECTORS
Alberta G. Alcorn
John M. Baer
Brigitte R. Benchoff
Jack P. Carey, M.D.
Barbara S. Clark
Jack Costa
John Erath
Franklin P. Erck, III
J. Ramsay Farah, M.D.
Godfrey Gattiker
Harvey Heyser, Jr.
John H. Hornbaker, Jr., M.D.
H. Wayne Hovermale
Kathryn G. Hovermale
Marvin W. Hurley
J. V. Jamison, III
Robert L. Josephs, D.P.M.
Howard S. Kaylor
Robert T. Kenney
Amy Kerstein
Fred Kramer
J. Alvin Massey
Richard A. McCracken
Mrs. Victor D. Miller, III
Leslie Mills
Jack Neill, M.D.
Paige Nitzell
Elder Harold Otis
R. Kathleen Perini
Samuel G. Reel, Jr.
Pearl Rosen
Brenda C. Rosenthal
Joel L. Rosenthal, M.D.
Bennett Rubin
Agnita M. Schreiber
James Schurz
Ralph Sharrett
Philip Statton
Ronald Z. Sulchek
Selma H. Taylor
Christine P. Tischer
Ronald Toothman, D.M.D.
Conrad W. Varner
John M. Waltersdorf
Cassandra Wantz
Richard Whisner
Donald Woodruff
Frances M. Young

The Board of Directors of THE MARYLAND SYMPHONY ORCHESTRA, INC., a corporation organized in Maryland on September 23, 1985, duly approved resolutions as follows:

RESOLVED: That the principal office of the corporation is changed to The Maryland Symphony Orchestra, 12 Rochester Place, Hagerstown, MD 21740-5505.

and

RESOLVED: That the resident agent of the corporation is changed to Jane Peatling, 12 Rochester Place, Hagerstown, MD 21740-5505.

I, Joel L. Rosenthal, 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.

Joel L. Rosenthal, Pres

The Maryland Symphony Orchestra, 12 Rochester Place, Hagerstown, Maryland 21740-5505
301-797-4000

NOTICE OF CHANGE OF RESIDENT AGENT, AGENT'S ADDRESS
AND PRINCIPAL OFFICE

OF

THE MARYLAND SYMPHONY ORCHESTRA, INC.

received for record September 30, 1985 , at 8:30 A. M.
and recorded on Film No. 2748 Frame No. 002639 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 № 22651

Special Fee Paid	$5.00
Recording Fee Paid	$6.00
Total	$11.00

MRD 1/10/86

Return to: The Maryland Symphony Orchestra, Inc.
12 Rochester Place
Hagerstown, Maryland 21740-5505

rc

270

RECEIVED FOR RECORD ON JANUARY 13, 1986 at 1:25 P.M
CORPORATION LIBER 35

000130

RESOLUTION OF THE BOARD OF DIRECTOR

We, W. Stephen Hood, M.D. and Linda M. Hood, hereby certify that we are the President and Secretary, respectively, of W. Stephen Hood, M.D., P.A., a corporation organized and existing under and by virtue of the laws of the State of Maryland, that pursuant to Written Consent in lieu of Special Meeting of the Board of Director of the Corporation, scheduled for October 10, 1985, the following resolution was duly agreed to:

RECORD .50
RECORD .75
B 1240CHCK 1.25
01786 1-13 P1:25

RESOLVED, That effective October 10, 1985, the address of the principal office of the Corporation shall be changed to 10 Indian Lane, Hagerstown, Maryland 21740.

IN WITNESS WHEREOF, we have set our hands and affixed the seal of the Corporation this 10th day of October, 1985.

ATTEST: W. STEPHEN HOOD, M.D., P.A.

Linda M. Hood
Secretary

By: W. Stephen Hood
President

(Corporate Seal)

STATE OF MARYLAND
I hereby certify that this is a true and complete copy of the ..... page document on file in this office. DATED: .....
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
BY: .....
This stamp replaces our previous certification system. Effect...

1985 OCT 22 A 9:49

52958141

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

W. STEPHEN HOOD, M.D., P.A.

received for record October 22, 1985 , at 9:49 A. M.

and recorded on Film No. 2754 Frame No. 000129 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 № 22755

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

MLD 1/16/86

Return to: Paley, Rothman & Cooper
5530 Wisconsin Avenue
Chevy Chase, Maryland 20815

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:19 P.M.
CORPORATION LIBER 35

000769
1985 OCT 22 A 9:49
RECORD $.50
B 3309CHCK $.50
01986 2-07 P3:1

ARTICLES OF INCORPORATION
A CLOSE CORPORATION UNDER TITLE FOUR
SNOOK'S POULTRY & SEAFOOD, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Sarah Jane Cline, whose Post Office address is 124 Manse Road, Hagerstown, Maryland, 21740; Linda E. Wigfield, whose Post Office address is Route 1, Box 357, Big Spring, Maryland, 21722; and Charles F. Wagaman, Jr., whose Post Office address is 600 Maryland National Bank Building, Hagerstown, Maryland, 21740, each of whom are at least eighteen (18) years of age, do hereby, under and by virtue of the General Laws of the State of Maryland authorizing the 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:

SNOOK'S POULTRY & SEAFOOD, 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:

LES F. WAGAMAN, JR.
TTORNEY AT LAW
VEST WASHINGTON ST.
ERSTOWN, MD 21740

R236215

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

B. To establish, maintain, conduct, and operate food markets, grocery stores, bakeries, and stores of every kind, nature, and description; to purchase, buy, sell, exchange, grow, produce, manufacture, process, market, export, import, handle, store, distribute, and otherwise generally deal in any and all articles of food, food products, household products, groceries, dairy products, wines, liquors, beverages of all kind, meat and meat products, vegetables and vegetable products, provisions, produce, poultry, fish, game, and food supplies of all kind, both at wholesale and retail, and acquire, construct, maintain, operate, buy, sell and deal in stores selling such goods, wares, and merchandise; to acquire, construct, establish, maintain, operate, or sell or dispose of factories, plants, warehouses, dairy plants, creameries, machinery and equipment, markets, stores, depots, and gathering and delivery routes and systems for such purposes.

C. To manufacture, process, purchase, sell, and generally trade and deal in and with goods, commodities, wares, and

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

merchandise of every kind, nature, and description; to produce, raise, grow, process, and deal in and with agricultural products of every nature, whether products of plants, animals, or trees; to produce, raise, catch, take, process, and deal in and with fish, sea foods, and maritime products of every nature; to produce, raise, grow, cut, process, and deal in and with timber and forest products of every nature; to extract, mine for, process, and deal in and with mineral products of every nature; to own, operate, and carry on a transportation business as a private, contract, or common carrier by any means of transportation whatsoever; to engage and participate in any mercantile, manufacturing, industrial, trading, agricultural, fishing, lumbering, maritime, mining, or mineral extractive, or transportation business of any kind or character whatsoever; to build, equip, and operate any buildings, structures, factories, warehouses, or facilities, either for its own use and occupancy or for renting, leasing, letting, and operating to others; and to do any and every act or acts, thing or things necessary or incident to, growing out of, or connected with the usual conduct of such businesses, or any of them, or of any part or parts thereof, for the accomplishment of any of such purposes.

FIFTH: The Post Office address of the principal office of this Corporation is 28 West Baltimore Street, Hagerstown,

RLES F. WAGAMAN, JR.
ATTORNEY AT LAW
WEST WASHINGTON ST.
GERSTOWN, MD 21740

Maryland, 21740. The resident Agent of this Corporation is Larry N. Snook, whose Post Office address is 1812 Brightwood Drive, Hagerstown, Maryland, 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of common stock which the Corporation has authority to issue is Fifteen Thousand (15,000) shares having a par value of Ten ($10.00) Dollars each. The aggregate par value of all such shares is One Hundred Fifty Thousand ($150,000.00) Dollars.

SEVENTH: The shares of such stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of stockholders of the corporation. Dividends may be declared thereon in such amount and at such times as the Directors of their equivalent may determine, subject to the provisions of law. In any event of liquidation or winding up of the corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

EIGHTH: The shares of stock of the corporation shall be transferrable only on the books of the corporation thereupon surrender of certificates therefor properly endorsed.

NINTH: The number of Directors of the corporation shall be

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

000723

three (3) which number may be increased or decreased pursuant to the By-laws of the corporation. Provided, however, that after November 30th, 1985, the corporation hereby elects to have no Board of Directors. The names of the Directors who shall act as such until the first annual meeting or until their successors are duly chosen and qualified are: Larry N. Snook, Judy A. Snook and Charles F. Wagaman, Jr.

TENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the Directors and Stockholders.

A. The Board of Directors of the Corporation is hereby authorized and empowered to authorize the issuance from time to time of shares of common stock, whether now or hereafter authorized for such consideration as the said Board of Directors deems advisable, subject to such limitations and restrictions, if any, as may be provided by law or set forth in the By-laws of the Corporation.

B. The Corporation reserves the right to make from time to time any amendments of its Charter which may now or hereafter be authorized by law. Any such amendment shall be valid if authorized by the holders of majority of all issued and outstanding shares of common stock unless a greater percentage is required by the provisions of law.

LES F. WAGAMAN, JR.
TTORNEY AT LAW
WEST WASHINGTON ST.
ERSTOWN, MD 21740

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 21st day of October, A.D., 1985.

Sarah Jane Cline

Sarah Jane Cline

Linda E. Wigfield

Linda E. Wigfield

Charles F. Wagaman Jr.

Charles F. Wagaman, Jr.

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

ARTICLES OF INCORPORATION
OF
SNOOK'S POULTRY & SEAFOOD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 22,1985 AT 09:49 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

7

RECORDED IN LIBER 2755, FOLIO 000768 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 30	$ 22 5.50	$

D2018315

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. Dalmas

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 187839

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:19 P.M.
CORPORATION LIBER 35

000786

RECORD 5.00
B 3310CHCK 5.00
01986 2-07 P3:

CHANG'S, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, Shan-Leong Chang, whose post office address is 1716 Dual Highway, 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 called the Corporation) is CHANG'S, INC.

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

a. To own, lease, manage and operate restaurants, buffets, lunch counters, bakeries, shops, for the sale of candy or ice cream, delicatessen stores, tabacco stores, cigar stands, soda fountains, check stands, parcel rooms, newsstands, and generally to conduct a restaurant, cafe, and tabacco business; and to own, lease, manage and operate such other establishments or with the business of the Corporation.

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

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

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

e. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, 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 full or in part any activities that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, businesses, contracts, goodwill, franchises or other assets in any manner under the laws of the State of Maryland.

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

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

52368231

Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporation which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1716 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Nancy Y. Y. Chang, 1716 Dual Highway, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of the par value of One Dollar ($1.00) a share, having an aggregate value of One Thousand Dollars ($1,000.00). All of the shares are of one class, and are designated common stocks.

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 Corporaton, and so long as there are less than Three (3) stockholders, the number of directors may be less then Three (3) but not less than the number of stockholders, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Shan-Leong Chang and Nancy Y. Y. chang.

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 it's 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 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 indebtendness, to such extent and in such manner and upon such lawful terms as the Board of Directors shall deem expedient.

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-classificaaation 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 on Oct 9, 1985, and severally acknowledge the same to be my act.

WITNESS:

---------- ----------(SEAL)
Shan-Leong Chang

STATE OF MARYLAND: COUNTY OF BALTIMORE: to wit:

I HEREBY CERTIFY, that on this 9th day of October 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared, Shan-Leong Chang and he acknowledged the foregoing Articles of Incorporation to be his act.

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

Edith C. Tan
Notary Public

My Commission Expires: My commission Expires July 1, 1986

Please Returne to.

WILLIAM TAN CPA

Suite 202 Suburbia Building
5602 Baltimore National Pike
Baltimore, Maryland 21228
Telephone (301) 747-7744

ARTICLES OF INCORPORATION
OF
CHANG'S, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 22,1985 AT 04:00 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2755, FOLIO 000785, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 500	$

D2018349

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 187842

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:20 P.M.
CORPORATION LIBER 35

001222

RECORD 5.00
B 3311CHCK 5.00
01986 2-07 P3:20

ARTICLES OF INCORPORATION

A & S ELECTRICAL CONTRACTORS, INC.

FIRST: I, George Bradley Moss, whose post office address is 22 Tammany Lane, Williamsport, Maryland 21795 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is A & S Electrical Contractors, Inc.

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

(1) to provided electrical contractor service; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 22 Tammany Lane, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is George Bradley Moss, 22 Tammany Lane, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock at $100.00 par value 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 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: George Bradley Moss and Mark E. Mummert.

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.

5255234

(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 day of October, 1985, and I acknowledge the same to be my act.

WITNESS:

Stephanie D. Stuart George Bradley Moss
George Bradley Moss

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

I HEREBY CERTIFY, That on this day of October, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George Bradley Moss and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Stephanie D. Stuart
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
A & S ELECTRICAL CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 22,1985 AT 10:22 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2755, FOLIO 001221 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2018752

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 187875

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:20 P.M.
CORPORATION LIBER 35

001619

ARTICLES OF INCORPORATION

J & D SUPPLY COMPANY, INC.

RECORD 6.00
B 3312CHCK 6.00
01986 2-07 P3:20

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Joseph S. Welty, whose post office address is 117 West Patrick 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: J & D Supply Company, Inc.

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

(1) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.

(2) To generally engage in the business of prefabricating, manufacturing, installing and selling electrical and mechanical equipment and supplies of every nature to contractors, electricians, manufacturers, engineers, developers and to the general public, at wholesale and/or retail, through mail order, salesmen, showrooms, a manufacturing/ fabricating plant or by contract.

(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 such licenses, and to sell and otherwise deal with such 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 of, 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 hereinstated objects or businesses, or any of them, or any part thereof, or to enhance the value of its property, business or rights.

5278204

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, 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 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 210 Maple Avenue, Boonsboro, Washington County, Maryland 21713. The name and post office address of the resident agent of the Corporation in Maryland is James M. Semler, 210 Maple Avenue, Boonsboro, Washington County, Maryland 21713. 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 a vote equal to seventy-five percent (75%) of the issued and outstanding common stock 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: James M. Semler and Donald R. Semler.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: (a) Any holder of Common Stock, if desirous of selling or transferring all or any of his shares of Common Stock; and the executor or personal representative of any deceased holder of Common Stock; if desirous of selling or transferring all or any of such shares belonging to the estate of such deceased holder, and the purchaser of any share or shares of Common Stock, including any purchaser at any judicial sale, if desirous of selling or transferring any or all of such shares; and the donee of the holder of any of such shares, if desiring to transfer any of such shares; and any pledgee of any share or shares of Common Stock before bringing any suit, action or proceeding or doing any act to foreclose his pledge; and any holder of any of the Common Stock of the Corporation desiring to dispose of the same shall first deliver to the President or Treasurer of the Corporation, and to every other holder of

Common Stock, written notice by certified mail, postage prepaid, return receipt requested, of such desire to sell, transfer, or of intention to foreclose, as the case may be, designating the number of such share or shares to be sold, transferred or foreclosed, and the number of the certificate or certificates therefor.

(b) The President under the direction of the Board of Directors shall, within five (5) days of delivery of such written notice, contact the accountant then performing accounting services for the Corporation. The President shall instruct the accountant, in writing, to determine the book value of the Common Stock of the Corporation being offered for sale in accordance with generally accepted accounting practices.

(c) The Corporation's accountant shall, within fifteen (15) days after the sending of the notice to him specified in EIGHTH (b) above, determine the book value as aforesaid of shares of Common Stock in the Corporation and shall forthwith give written notice of his determination to the Corporation and to the party wishing to sell, transfer or foreclose. Also, notice of the accountant's determination of book value will be sent to every other holder of Common Stock by the Corporation within three (3) days of the Corporation's receipt of book value determination from the accountant. The Corporation and the party wishing to dispose of stock shall each pay one-half of the charges of the Corporation's accountant to perform the above services.

(d) The Board of Directors shall thereupon have an enforceable option, for the period of twenty-five (25) days after receipt of the notice of book value determination by the accountant, of purchasing said share or shares for the Corporation at the book value. Within such twenty-five (25) days, partial payment shall be made by the Board of Directors by depositing ten percent (10%) of the book value to the credit of the shareholder, personal representative, grantee, donee, assignee, pledgee or holder, as applicable, in any bank in Frederick County, Maryland, that said individual shall designate, with the balance due being deposited in like manner within seventy-five (75) days after receipt of the notice of value, with the total book value to be held in escrow by an individual (escrow agent) selected by the Board of Directors of the Corporation, and paid to such selling person by the escrow agent only upon surrender of the certificate or certificates for said shares of Common Stock properly endorsed, and the Board shall give written notice to the seller of this deposit.

(e) At expiration of said twenty-five (25)-day period with the Corporation failing to exercise its option, notice of which shall immediately upon expiration be given in writing by certified mail, return receipt requested, postage prepaid, to every other holder of Common Stock by the selling party, the other holders of Common Stock shall have an enforceable option for the period of five (5) days after receipt of the immediately aforementioned notice to buy the shares of Common Stock at the book value. Within such five (5)-day period, partial payment shall be made by the group of purchasing shareholders by depositing ten percent (10%) of the book value in the same manner as set forth in subparagraph (d) above, with the balance due to be deposited in like manner as

described above within thirty-five (35) days after receipt of the notice first mentioned in this subparagraph (e).

The right of purchase in such case shall be ratable to respective holders of Common Stock according to the number of shares held by each shareholder as compared with the issued and outstanding stock of the Corporation adjusted for the shares being offered for sale and any outstanding treasury stock. If any of the shareholders entitled to purchase fails to accept the shares at the book value, then the other shareholders entitled to buy may purchase those shares not accepted, ratably, according to the number of shares held, at the book value. The shares being offered for sale need not be sold to the shareholders hereunder unless the purchasing shareholders agree, as a group, to buy all shares being offered for sale and proper deposits as set forth hereinabove are made.

(f) Neither the Board of Directors nor the non-selling shareholders are obligated to purchase any share or shares of Common Stock at book value aforesaid, unless it shall believe advisable, or unless it shall enter a buy-sell agreement or like contract to the contrary. But if the Board of Directors or the other common shareholders do not purchase the shares involved within the specified times, such shareholder, personal representative, grantee, donee, assignee, pledgee, or other holder shall be at their liberty to sell said share or shares to any other person allowed to purchase under Federal and State securities laws in such a way as not to destroy any exemption under which the shares of stock in the Corporation were issued and previously transferred.

However, thereafter upon the receipt by a selling party of a bona fide offer to purchase (which must be written) satisfactory to the seller, the Corporation and remaining shareholders shall have the right to purchase the shares of Common Stock of a selling party upon the same terms and price set forth in said written offer to purchase, ratably, as hereinabove set forth. Upon receipt of a satisfactory offer to purchase, the selling party shall notify the President or Treasurer of the Corporation and every other holder of Common Stock in writing by certified mail, return receipt requested, of the terms of said offer (including with such notice a copy of said offer or proposed contract signed by proposed buyer). Upon receiving such notice, the Board of Directors shall have the right to purchase the Common Stock being offered for sale upon the same terms set forth in the bona fide offer upon sending to selling party their written commitment to do so within seven (7) days after receipt of the written notice regarding the bona fide offer from the selling party. At the expiration of said seven (7)-day period with the Corporation not exercising its right to purchase pursuant hereto, notice (by mail as aforesaid) of which shall immediately upon expiration be given to all other holders of Common Stock, the non-selling holders of Common Stock shall have an enforceable right to purchase the Common Stock being offered for sale upon the terms set forth in the bona fide offer for a period of five (5) days following expiration of the Corporation's right to purchase by, within such five (5) days, sending to the selling party their written commitment to purchase in accordance with the terms of the bona fide offer. If the Corporation and non-selling holders of Common Stock shall fail within the above periods of time to

commit themselves in writing to purchase the selling party's shares of Common Stock being offered for sale, upon the terms set forth in the bona fide offer, then the seller of such Common Stock may sell and transfer such shares to the individual set forth in such bona fide offer; but the seller is hereby prohibited from selling to any other prospective purchaser on those same conditions, or to sell to anyone upon any different terms and price from those set forth in the abovementioned bona fide offer without again following the procedures set forth in this subparagraph (f) and allowing the Corporation and non-selling stockholders the right to purchase the shares of Common Stock of a selling party on equivalent terms and price as provided in this subparagraph (f).

(g) Any of the shareholders may transfer all or part of his or her shares of Common Stock by gift or bequest to or for the benefit of his wife, her husband or other members of his or her direct family without regard to the above restrictions on transfer; but, in case of any such transfer, the transferees or legatees shall receive and hold the shares subject to all of the restrictions contained in these Articles of Incorporation.

(h) The provisions contained within this Article EIGHTH may be amended and/or deleted from the Articles of Incorporation of the Corporation only by a unanimous vote of the shareholders of the Corporation in an annual meeting or in a special meeting called for that purpose; PROVIDED, HOWEVER, any buy-sell agreement or like contract for the purchase and sale of shares of stock in the Corporation which complies with any applicable provisions of the Corporations and Associations Article of the Annotated Code of Maryland, as amended and/or changed from time to time, which has been executed by all of the shareholders of the Corporation, as well as the Corporation, and which is binding upon all of the shareholders existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future shareholders), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this Article EIGHTH which might be contrary to any provision contained in said agreement; FURTHER, PROVIDED, HOWEVER, the provisions in this Article EIGHTH shall in all other events control any transfer of the shares of stock in the Corporation.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders thereof:

(1) The Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of its stock of any class, and convertible securities, whether now or hereafter authorized by the stockholders, for such consideration as may be deemed advisable by the Board of Directors and without any further authorization other than initial authorization in the Articles of Incorporation of the Corporation and without any further 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, and the conversion rights, of such shares, but no such action will affect the preemptive rights provided for in these Articles.

(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, and in the absence of fraud no contract or other transaction shall be thereby affected or invalidated; PROVIDED, HOWEVER, that in the event that 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 or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation 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 of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize, ratify, or confirm any such contract or transaction; AND FURTHER, PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(4) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock, even though such rights are substantially adversely affected, 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; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

The enumeration and definition of a particular power of the Board of Directors, the stockholders and/or the Corporation 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 otherwise conferred under the General Laws of the State of Maryland now or hereafter in force.

TENTH: In each case where the Corporations and Associations Article of the Annotated Code of Maryland, as hereafter amended from time to time, requires a more than majority affirmative vote of the shareholders

of the Corporation before a particular action may be taken by the Corporation, that more than majority affirmative shareholder vote requirement shall be lowered to an affirmative vote of a majority of the shareholders of the Corporation, and/or of a majority of each class of shareholders, as the case may be. This provision in the Articles is meant to reduce the more than majority stockholder voting requirement for (but not be limited to) each of the following corporate actions: Charter amendments, consolidation, merger, transfer of assets, partial liquidation, and dissolution. This provision shall in no way affect the unanimous voting provisions set forth in paragraph EIGHTH (h) of these Articles.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 23rd day of October, 1985.

WITNESS:

Anne L. Heavner — Joseph S. Welty (SEAL)

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 23rd day of October, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joseph S. Welty, who acknowledged the aforegoing Articles of Incorporation to be his act.

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

Anne L. Heavner
NOTARY PUBLIC

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
J & D SUPPLY COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 24,1985 AT 09:10 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2733 , FOLIO 001648 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 24 6.00	$

D2019339

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 187931

VIC MILLER TRAVEL AGENCY, INC.

003034 RECORD 5.00
B 3313CHCK 5.00
01986 2-07 P3:2

ARTICLES OF REVIVAL

RECEIVED FOR RECORD ON FEBRUARY 7, 1985 at 3:21 P.M. CORPORATION LIBER 35

First: The name of the corporation at the time the charter was forfeited was Vic Miller Travel Agency, Inc.

Second: The name which the corporation will use after revival is Vic Miller Travel Agency, Inc.

Third: The name and address of the resident agent are Robert F. Caesar, 1305 Pennsylvania Avenue, Hagerstown, MD 21740

Fourth: These Articles of Revival are for the purpose of raviving 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 penaltias due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is 1305 Pennsylvania Avenue, Hagerstown, MD 21740.

1985 OCT 25 A 9:28

The undersigned who were respectively the last acting president and treasurer of tha corporation severally acknowledge the Articles to be their act.

Robert F. Caesar
Last Acting President

Dan I. Glover
Last Acting Treasurer

I, Robert F. Caesar, President of Vic Miller Travel Agency, Inc. hereby declare that the previously mentioned corporation has paid all State and local taxes except taxes on real estate, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Robert F. Caesar
Robert F. Caesar, President

I hereby certify that on October 23 1985 before me, the subscriber, a notary public of the State of Maryland, in and for Washington County personally appeared Robert F. Caesar and made oath under the penalties of perjury that the matters and facts set forth in this affadavit are true to the best of his/her knowledge, information and belief.

As witness my hand and notarial seal
My Commission expires [illegible] 1986

52988084

ARTICLES OF REVIVAL

OF

VIC MILLER TRAVEL AGENCY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 25, 1985 AT 9:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2756, FOLIO 003033, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 5.00	$ 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 188000

060

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:21 P.M. CORPORATION LIBER 35

RECORD 5.00
B 3314CHCK 5.00
01986 2-07 03:21
001428

DUTCHER MOTORS, INC.

ARTICLES OF AMENDMENT

Dutcher Motors, Inc., a Maryland corporation, having its principal office at 100 Western Maryland Parkway, Hagerstown, Washington County, 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 by striking 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 100 Western Maryland Parkway, 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 Two Hundred Thousand (200,000) shares of a 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 Two Hundred Thousand Dollars ($200,000.00).

"SIXTH: The Corporation shall have five (5) 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)."

SECOND: By action of the Board of Directors, unanimously taken by the Board at a special meeting on October 1, 1985, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the sole stockholder of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the sole stockholder of the Corporation duly approved said amendments.

IN WITNESS WHEREOF, Dutcher Motors, Inc., has caused these presents to be signed in its name and on its behalf by its President and corporate seal to be hereunder affixed and attested by its Secretary on this 1st day of October, 1985, and its

52933182

President acknowledges that these Articles of Amendment are the act and deed of Dutcher Motors, 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: DUTCHER MOTORS, INC. 001429

James R. Thompson, Secretary BY: Cornelius G. Dutcher, President

STATEMENT OF PREVIOUS NUMBER OF SHARES AUTHORIZED

Prior to these Articles of Amendment, the total number of shares of stock which the Corporation had authority to issue was One Hundred Thousand (100,000) shares at a par value of One Dollar ($1.00) per share, all of which shares were of one class and designated Common Stock.

ARTICLES OF AMENDMENT

OF

DUTCHER MOTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 25, 1985 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 1757, FOLIO 001427, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 188060

T5-060

300

266:10/25/85:HN49

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 AT 3:21 P.M.
CORPORATION LIBER 35

001323

RECORD 5.00
B 3315CHCK 5.00
01986 2-07 P3:21

ARTICLES OF MERGER

BETWEEN

SUPREME CONCRETE BLOCK, INC.

AND

LEESBURG CONCRETE BLOCK, INC.

THIS IS TO CERTIFY THAT:

FIRST: Supreme Concrete Block, Inc. and Leesburg Concrete Block, Inc. agree to merge in the manner hereinafter set forth.

SECOND: Supreme Concrete Block, Inc. (hereinafter the "Surviving Corporation"), a Maryland corporation, is the corporation to survive the merger and will continue under said corporate name.

THIRD: Leesburg Concrete Block, Inc. (hereinafter the "Merging Corporation") was incorporated under the general laws of the State of Virginia on March 12, 1973 and Supreme Concrete Block, Inc. is a Maryland corporation.

FOURTH: The principal office of the Surviving Corporation is in Washington County in the State of Maryland and the Merging Corporation has no principal office in the State of Maryland.

FIFTH: The Merging Corporation owns no interest in land in the State of Maryland.

SIXTH: The Charter of the Surviving Corporation will not be amended as a result of the merger.

SEVENTH: The total number of shares of all classes of stock which each corporation party to these Articles has the authority to issue and the number and par value of all shares of each class are as follows:

(a) Surviving Corporation. The total number of all classes of stock which the Surviving Corporation has authority to issue is Five Thousand (5,000) shares of stock all of one class, having a par value of Ten Dollars ($10.00) per share. The aggregate par value of all shares of all classes having a par value is Fifty Thousand Dollars ($50,000).

INBERG AND GREEN
ALTIMORE, MD. 21201

53058057

(b) Merging Corporation. The total number of shares of all classes of stock which the Merging Corporation has authority to issue is One Thousand (1,000) shares of Common Stock all of one class without par value.

EIGHTH: All of the issued and outstanding stock of the Merging Corporation is now owned by the shareholders of the Surviving Corporation. The issued and outstanding shares of stock of the Merging Corporation owned by the shareholders of the Surviving Corporation as of the Effective Date of these Articles, shall be cancelled and all rights in respect thereof shall cease, and no shares of capital stock of the Surviving Corporation shall be issued in exchange therefor.

NINTH: Upon the Effective Date, the Merging Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall possess any and all purposes and powers of the Merging Corporation, and all leases, licenses, property, rights, privileges, and powers of whatever nature and description of the Merging Corporation, and shall be transferred to, vested in and devolved upon the Surviving Corporation, without further act or deed, subject to all of the debts and obligations of the Merging Corporation.

TENTH: The terms and conditions of the transaction described in these Articles were duly advised, authorized and approved by the Merging Corporation in the manner and by the vote required by the Virginia Stock Corporations Act and the charter of the Merging Corporation, as follows:

(a) The Board of Directors of the Merging Corporation, by written consent to such action signed on October 29, 1985, by all the members thereof and filed with the minutes of proceedings of the Board, adopted a resolution declaring that the terms and conditions of the transaction described herein were advisable and directing that the proposed transaction be submitted for consideration by the Stockholders of the Merging Corporation.

(b) A consent in writing, setting forth approval of the terms and conditions of the transaction described herein as so proposed was signed by all Stockholders of the Merging Corporation entitled to vote thereon representing ownership of all shares outstanding, numbering 750, all of one class, and such consent is filed with the records of Stockholder meetings of the Merging Corporation.

ELEVENTH: The terms and conditions of the transaction described in these Articles were duly advised, authorized and approved by the Surviving Corporation in the manner and by the vote required by the laws of the State of Maryland and the Charter of the Surviving Corporation, as follows:

The Board of Directors of the Surviving Corporation, by written consent to such action signed by all the members thereof and filed with the minutes of proceedings of the Board, adopted a resolution declaring that the terms and conditions of the transaction described herein were advised, authorized and approved.

TWELFTH: The merger is permitted by the laws of the State of Maryland as provided in Section 3-102(a)(2) of the Corporations and Associations Article of the Annotated Code of Maryland and all conditions required by such laws have been satisfied.

THIRTEENTH: These Articles of Merger shall become effective on October 31, 1985 (the "Effective Date").

FOURTEENTH: The Surviving Corporation, a Maryland Corporation, is qualified to transact business in the State of Virginia and shall comply with Section 13.1-72(b) of the Stock Corporations Article of the Code of Virginia, as amended, as follows:

(a) Agree that the Surviving Corporation may be served with process in the State of Virginia in any proceeding for the enforcement of any obligation of the Merging Corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the Merging Corporation against the Surviving Corporation.

(b) Irrevocably appoint the clerk of the State Corporation Commission of Virginia as agent to accept service of process in any such proceeding.

(c) Agree that the Surviving Corporation will promptly pay to the dissenting shareholders of the Merging Corporation the amount, if any, to which they shall be entitled by the provisions of the Stock Corporations Article of the Code of Virginia, as amended, with respect to the rights of dissenting shareholders.

FIFTEENTH: Each undersigned President acknowledges these Articles of Merger to be the corporate act of the respective corporate party on whose behalf he has signed, and further, with respect to all matters and facts otherwise required to be verified under oath, each such President acknowledges that to the best of his knowledge, information and belief, such matters and facts relating to the corporation on

EINBERG AND GREEN
ALTIMORE, MD. 21201

whose behalf he has signed are true in all material respects and that this statement is made under the penalties of perjury.

IN WITNESS WHEREOF, these Articles of Merger have been duly executed by the parties hereto this 30th day of October, 1985.

ATTEST:

Secretary

LEESBURG CONCRETE BLOCK, INC.

By: _____
President

Secretary

SUPREME CONCRETE BLOCK, INC.

By: _____
President

ARTICLES OF MERGER

MERGING

LEESBURG CONCRETE BLOCK, INC. (VA CORP.)

INTO

SUPREME CONCRETE BLOCK, INC. (MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 31, 1985 AT 3:36 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2758, FOLIO 001322, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 188086

003[illegible] RECORD 5.00
B 3316CHCK 5.00
01986 2-07 P3:[illegible]

Received for Record February 7, 1986
At 3:22 O'Clock P.M.
Liber 35

JACS, INC.

ARTICLES OF REVIVAL

JACS, 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 annulled on October 17, 1984 for failure to pay a penalty imposed for late filing of personal property 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 annulment of its charter was JACS, INC.

THIRD: The name by which the Corporation will hereafter be known is JACS, INC.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Route 2, Box 165, 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 annulment of its charter.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Jacqueline M. Rowe, Route 2, Box 165, Hagerstown, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been annulled;

53168331 [redacted]

(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 annulled.

FOR EXECUTION BY OFFICERS

IN WITNESS WHEREOF, The undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on October 17, 1985.

Jacqueline M Rowe
Jacqueline M. Rowe
Last Acting President

General W Bryson
General W. Bryson
Lasting Acting Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY That on October 17, 1985, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Jacqueline M. Rowe, the last acting President and General W. Bryson, the last acting Secretary of JACS, INC., a Maryland corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Debra A. McClure
Notary Public

My Commission Expires:
July 1, 1986

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Jacqueline M. Rowe, President of JACS, 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.

Jacqueline M. Rowe
Jacqueline M. Rowe
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on October 28, 1985 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for

Washington County personally appeared
(insert name or county for which notary is appointed)

Jacqueline M. Rowe 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.

DEBRA A. McCLURE NOTARY PUBLIC WASHINGTON CO.

As witness my hand and notarial seal

Debra A. McClure
(Signature of notary public)

My Commission expires July 1, 1986.

ARTICLES OF REVIVAL

OF

JACS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 31, 1985 AT 3:00 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2758, FOLIO 003758 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE 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.

Dean W. Fletcher

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 188090

Received for Record on February 7, 1986 at 3:22 P.M. CORPORATION LIBER 35

RECORD 5.00
B 3317CHCK 5.00
01986 2-07 P3:22

ARTICLES OF INCORPORATION

OF

DB & AG, INC.

THIS IS TO CERTIFY:

FIRST: WE, DANE E. BREWER, whose post office address is 1306 Cedarwood Drive, Hagerstown, Maryland 21740, and ALLEN K. GRAHAM, whose post office address is 616 Maryland Avenue, 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

DB & AG, INC.

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

(1) To own, hold, rent, lease, manage, encumber, improve, exchange, buy, and sell real property, collect rents, and do a general real estate business; and in general to have and exercise all powers, rights, and privileges necessary and incident to carrying out properly the objects above mentioned.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

55013014

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 1306 Cedarwood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Dane E. Brewer, 1306 Cedarwood Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is authorized to issue only one class of stock, the total amount of which shall be 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 Directors who shall act until the first annual meeting or until their successor or successors are duly elected and have qualified are: Dane E. Brewer and Allen K. Graham.

SEVENTH: The duration of the Corporation shall be perpetual.

VID K. POOLE, JR.
ATTORNEY AT LAW
ERSTOWN TRUST BLDG.
/EST WASHINGTON ST.
ERSTOWN, MARYLAND
21740

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 22nd day of October, 1985, and

we acknowledge the same to be our act.

WITNESS:

Dane E. Brewer (SEAL)
Dane E. Brewer

Allen K Graham (SEAL)
Allen K. Graham

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 22nd day of October, 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared DANE E. BREWER and ALLEN K. GRAHAM, 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.

JUDITH L. HARSHMAN NOTARY PUBLIC WASHINGTON CO., MD.

Notary Public

My Commission Expires:
July 1, 1986.

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

ARTICLES OF INCORPORATION
OF
DB & AG, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 28, 1985 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2756, FOLIO 000980, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2021467

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. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • 1632

A 188280

000203

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:23 P.M.
CORPORATION LIBER 35

RECORD 5.00
B 3319CHCK 5.00
01986 2-07 P3:23

ARTICLES OF INCORPORATION

S. L. RHOTON, 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

S. L. RHOTON, INC.

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

(1) To engage in the business of general freight transportation, general garage business; to establish lines of transportation from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; to operate as a transportation agent; 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 2, Box 380A, Williamsport, MD 21795 . The name and post office address of the Resident Agent of the Corporation in this State is Edward N. Button, 635 Oak Hill Ave., Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in the State of Maryland.

53020107

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5000 shares of Common Stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (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 choosen and qualified are: Steven L. Rhoton.

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 adviseable 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 23 day of October, 1985, and acknowleged the same to be my act.

WITNESS:

Deborah R. Crist

Edward N. Button
EDWARD N. BUTTON

ARTICLES OF INCORPORATION
OF
S. L. RHOTON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 28,1985 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2757 , FOLIO 000202 , OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2021947

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. Rhoton

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 188421

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:23 P.M. CORPORATION LIBER 35

000208

RECORD 6.50
B 3320CHCK 6.50
01986 2-07 P3:2

ARTICLES OF INCORPORATION

OF

JERICHO CONSTRUCTION CO.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Melvin A. Grim, Jr., whose postoffice address is Route 3, Box 312, Boonsboro, Maryland 21713; Dion A. Youngbar, whose postoffice address is 348 Nottingham Road, Hagerstown, Maryland 21740; and Lois A. Keith, whose postoffice address is Route 3, Box 312, Boonsboro, Maryland 21713, 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: The name of the corporation (which is hereinafter called the Corporation) is JERICHO CONSTRUCTION CO.

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

(a) To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and

55016106

all classes of building and improvements of any kind and nature whatsoever.

(b) To buy, sell, lease and deal in building supplies which may be directly or indirectly connected with the general business of the Corporation as hereinbefore set forth.

(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, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other 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.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue

bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, 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.

(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 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.

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

(h) 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 c/o Melvin A. Grim, Jr., Route 3, Box 312, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State are Melvin A. Grim, Jr., Route 3, Box 312, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) Shares of stock, par value One Hundred Dollars ($100.00) per share.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased 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: Melvin A. Grim, Jr., Dion A. Youngbar, and Lois A. Keith.

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 herafter 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other righs, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or

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

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the 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, We have signed these Articles of Incorporation this 24th day of October, 1985, and we acknowledge the same to be our act.

WITNESS:

J Russell Robinson — Melvin A. Grim, Jr. (SEAL)
Melvin A. Grim, Jr.

as to all — Dion A. Youngbar (SEAL)
Dion A. Youngbar

Lois A. Keith (SEAL)
Lois A. Keith

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

I HEREBY CERTIFY, that on this 24th day of October, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Melvin A. Grim, Jr., Dion A. Youngbar and Lois A. Keith, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

J. Russell Robinson
Notary Public

My Commission Expires:
July 1, 1986

J. RUSSELL ROBINSON
NOTARY PUBLIC
WASHINGTON CO., MD
COMMISSION EXPIRES JULY 1, 1986

325

ARTICLES OF INCORPORATION
OF
JERICHO CONSTRUCTION CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 28,1985 AT 10:22 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

9

RECORDED IN LIBER 2757, FOLIO 000207, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 26 6.50	$

D2021954

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 188422

000271

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:23 P.M. CORPORATION LIBER 35

RECORD 5.00
B 3321CHCK 5.00
01986 2-07 P3:23

ARTICLES OF INCORPORATION

ACCELERATED PONY EXPRESS, 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

ACCELERATED PONY EXPRESS, INC.

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

(1) To engage in the business of general freight transportation, general garage business; to establish lines of transportation from point to point or place to place; to maintain offices, warehouses, agents, solicitors and dispatchers, to purchase, sell or lease motor vehicles of any design or description, including equipment and supplies; to guarantee the safe delivery of merchandise and commodities; to operate as a transportation agent; 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 Rt. 11 and Showalter Rd., 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 the State of Maryland.

5301S114

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 5000 shares of Common Stock, without par value.

SIXTH: The number of Directors of the Corporation shall be three which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (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 choosen and qualified are: David George.

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 adviseable 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 23 day of October, 1985, and acknowleged the same to be my act.

WITNESS:

Deborah R. Crist

Edward N. Button

EDWARD N. BUTTON

ARTICLES OF INCORPORATION
OF
ACCELERATED PONY EXPRESS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 28, 1985 AT 09:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2757, FOLIO 000270 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2022044

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 188431

001274

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:24 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

HAMBY'S TILE AND MARBLE, INC.

(A CLOSE CORPORATION)

RECORD 6.00
B 3322CHCK 6.00
01986 2-07 P3:24

This is to certify:

That I, the Subscriber, Terry D. Hamby, whose post office address is Box 331 A, Route 4, Hagerstown, Maryland 21740. 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 Hamby's Tile and Marble, Inc. Hamby's Tile and Marble, Inc., shall be a close corporation.

Article II - Purposes

The purpose for which the Corporation is formed and the businesses and objects to be carried on and promoted by it are to make estimates for itself and for others and to bid upon, enter into, and to carry out contracts for the sale and installation of tile and marble and similar products. To manufacture or otherwise produce, buy, sell, and deal in tile and marble materials and all kinds of materials, supplies, and equipment for the installation of tile and marble and similar products. To acquire, use, employ, sell and deal in all suitable means, apparatus, machinery, contrivances, equipment, and facilities for prosecuting its business.

ERT MORNINGSTAR
ATTORNEY AT LAW
6 WEST PATRICK STREET
EDERICK, MARYLAND

The aforegoing 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

53048304

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.

Article III - Address and Resident Agent

The principal office of the Corporation in the State of Maryland will be maintained at Welsh Run Road, Box 331 A, Route 4, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Terry D. Hamby, whose address is Welsh Run Road, Box 331 A, Route 4, 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 five. The names of the directors who shall act until their successors are duly chosen and qualify shall be Terry D. Hamby and Wanda J. Hamby whose address is Box 331 A, Route 4, Hagerstown, Maryland 21740.

Article V - Powers and Limitations

M. ALBERT MORNINGSTAR
ATTORNEY AT LAW
146 WEST PATRICK STREET
FREDERICK, MARYLAND

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, 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.

ERT MORNINGSTAR
ATTORNEY AT LAW
S WEST PATRICK STREET
DERICK, MARYLAND

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 aforegoing 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 the 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

M. ALBERT MORNINGSTAR
ATTORNEY AT LAW
148 WEST PATRICK STREET
FREDERICK, MARYLAND

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 ex-

BERT MORNINGSTAR
ATTORNEY AT LAW
46 WEST PATRICK STREET
REDERICK MARYLAND

penses 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.

M. ALBERT MORNINGSTAR
ATTORNEY AT LAW
146 WEST PATRICK STREET
FREDERICK, MARYLAND

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 31st day of October, 1985.

Witness:

Norma J. Crouse

Terry D. Hamby

Terry D. Hamby

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 31st day of October, 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 TERRY D. HAMBY and acknowledged to me that the aforegoing Articles of Incorporation is his own act and deed.

WITNESS my hand and seal notarial.

My commission expires:

July 1, 1986.

NORMA J. CROUSE NOTARY PUBLIC FREDERICK COUNTY

Norma J. Crouse

Norma J. Crouse, Notary Public

BERT MORNINGSTAR
ATTORNEY AT LAW
18 WEST PATRICK STREET
EDERICK, MARYLAND

ARTICLES OF INCORPORATION
OF
HAMBY'S TILE AND MARBLE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 31,1985 AT 11:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

8

RECORDED IN LIBER 2757, FOLIO 001273 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 24 6.00	$

D2023216

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. Pritchard

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 188545

338 RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:25 P.M. CORPORATION LIBER 35

003236
RECORD 5.00
3323CHCK 5.00
01986 2-07 P3:25

SATELLITE ENGINEERING & COMMUNICATIONS, INC.

ARTICLES OF INCORPORATION

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

Satellite Engineering & Communications, 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 Route 6, Box 96, 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 four (4), 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 Harry E. Hager, Sr., Dennis A. Haine, Sylvia R. Hager and Robert Stoner.

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:

5333140

(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) 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of October 1985 and I acknowledge the same to be my act.

WITNESS:

Julia Ann Butts

Dixie C. Newhouse

Dixie C. Newhouse

ARTICLES OF INCORPORATION
OF
SATELLITE ENGINEERING & COMMUNICATIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 30, 1985 AT 09:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2757, FOLIO 003235 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2023554

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. Patches

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 188648

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:25 P.M.
CORPORATION LIBER 35

003530
1985 NOV -1 A 9:44

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

ARTICLES OF INCORPORATION

FIRST: I, Roy Harnish, whose post office address is 317 Woodhaven 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 TRANQUILITY, INC.

RECORD 5.00
B 3324CHCK 5.00
01986 2-07 P3:25

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, lease, sell, hold and transact business with respect to real estate including the improvement thereof with permanent construction and equipment for resale and rental purposes, and to engage in all business activity incidental to such purposes.

(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 Roy Harnish 317 Woodhaven Drive, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is the same as the principal office of the Corporation. 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 100,000 shares of common stock, having a par value of $1 per share, for a total aggregate par value of $100,000.

SEVENTH: The number of directors shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until their successors are duly

53058100

chosen and qualified are Roy W. Harnish, Dora V. Harnish and Merle D. Harnish.

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 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 28th day of October, 1985, and I acknowledge the same to be my act and deed.

Roy W. Harnish

ARTICLES OF INCORPORATION

OF

TRANQUILTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND November 1, 1985 AT 9:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2757, FOLIO 003529, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

TO THE CLERK OF THE CIRCUIT COURT OF Washington Co.

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, 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. Theisen

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • 1632

A 188696

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:26 P.M. CORPORATION LIBER 35

ARTICLES OF AMENDMENT

OF

DYNAMARK SECURITY CENTERS, INC.

RECORD 5.00
B 3325CHCK 5.00
01986 2-07 P3:26

DYNAMARK SECURITY CENTERS, INC., a Maryland Corporation, having its principal office at 1301 Virginia Avenue, Hagerstown, Maryland 21740 (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 FIFTH in its entirety and by substituting in lieu thereof the following new Article FIFTH.

FIFTH: A. The total number of shares of capital stock the Corporation is authorized to issue is One Million (1,000,000) shares of Class A Common Stock, with a par value of Ten Cents (10¢), Four Million (4,000,000) shares of Class B Common Stock, with a par value of Ten Cents (10¢), and Three Hundred Thirty-Six Thousand Eight Hundred Seventy (336,870) shares of Preferred Stock, with a par value of One Dollar ($1). The aggregate par value of all Classes having par value is Eight Hundred Thirty-Six Thousand Eight Hundred Seventy Dollars ($836,870).

B. A description of each Class of Stock with its rights, voting, powers, restrictions, limitations as to dividends and qualifications is as follows:

1. Until an initial public offering of Common Stock is made, the holders of Class A Common Stock and the Preferred Stock shall have the sole and exclusive voting rights and the holders of the Class B Common Stock shall have no voting rights except to the extent required by law. Notwithstanding the aforegoing, no amendment of these Articles of Incorporation which changes any right of the holders of Class B Common Stock under the provisions of this Article FIFTH shall be affected unless approved by the affirmative vote of the holders of two-thirds (2/3) of the shares of Class B Common Stock issued and outstanding.

2. At any time after an initial public offering of Common Stock is made, each share of Class B Common Stock

53163762 1175

shall be convertible into a share of Class A Common Stock at the option of the holder.

3. Except as expressly provided in Clauses 1, 2, 5, 6 and 7 of this Paragraph B, the rights, powers, privileges and qualifications of the Class A Common Stock and Class B Common Stock shall be identical and, in the event that a stock split or stock dividend shall be distributed with respect to any Class of Common Stock, each holder of shares of the other Class of Common Stock shall receive a distribution of such number of additional shares of the Class held by him as will be necessary to enable such holder to hold after such stock split or stock dividend the same percentage of the total outstanding Common Shares of all Classes as he had immediately prior to such stock split or stock dividend.

4. At any time after issuance, but, in no event, later than Five (5) years after issuance, or not later than Sixty (60) days prior to a public offering of the securities of the Corporation, whichever shall first occur, the Corporation shall redeem all Preferred Shares at a price of One Dollar ($1) per share.

5. Shares of Class B Common Stock may be issued only to persons who are then holders of record of Class B Common Stock, provided that nothing set forth herein shall be deemed to prevent the issuance of certificates representing shares of Class B Common Stock to a party who purchased such shares from any such holder or the recording of the change of ownership resulting from such purchase on the books and records of the Corporation.

6. By the affirmative vote of a majority of the outstanding shares of Class B Common Stock, any right of the holders of Class B Common Stock under the provisions of this Article FIFTH may be waived with respect to any particular action or transaction by the Corporation.

7. (a) In the event that, prior to the time an initial public offering of Common Stock has been made, the Corporation shall issue such number of shares of Class A Common Stock as will cause the then issued and outstanding Class B Common Stock to constitute less then ten percent (10%) of all the outstanding Shares of Common Stock of the Corporation, the Corporation shall simultaneously effect a split or splits of the then outstanding shares of Class B Common Stock into such number of shares as will be necessary to continue to constitute the outstanding Class B Common Stock as ten percent (10%) of the outstanding Common Stock of all Classes; and, if the authorized and unissued Shares of Class B Common Stock shall be too few for such a split to enable the Corporation to preserve

such ten percent (10%) standard, the Corporation may not issue such additional Class A Common Stock.

(b) In the event that, upon the making of an initial public offering of Common Stock, or at any time thereafter prior to the conclusion of a second public offering of Common Stock, the Corporation shall issue such number of shares of Class A Common Stock as will cause the then issued and outstanding Class B Common Stock to constitute less then five percent (5%) of all the outstanding Shares of Common Stock of the Corporation, the Corporation shall simultaneously effect a split or splits of the then outstanding shares of Class B Common Stock into such number of shares as will be necessary to continue to constitute the outstanding Class B Common Stock as five percent (5%) of the outstanding Common Stock of all Classes; and, if the authorized and unissued Shares of Class B Common Stock shall be too few for such a split to enable the Corporation to preserve such five percent (5%) standard, the Corporation may not issue such additional Class A Common Stock.

8. 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 One Dollar ($1) per share.

(b) Second, thereafter, the remaining assets of the Corporation available for distribution to its Stockholders shall be distributed among and paid to the holders of Common Stock, share and share alike, in proportion to their respective stockholdings.

9. In the event of a merger or consolidation of the Corporation with or into any other corporation or a share exchange involving the Corporation, the holders of the Preferred Stock of the Corporation shall, at their option, be paid One Dollar ($1) per share out of the assets of the Corporation available for distribution to its Stockholders.

SECOND: The provisions set forth in Paragraph FIFTH of the ARTICLES OF AMENDMENT dated March 22, 1984 and approved and received for record by the State Department of Assessments and

Taxation of Maryland on March 27, 1984 is hereby amended by striking such Paragraph FIFTH in its entirety and by substituting in lieu thereof the following new Article EIGHTH:

> 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 may classify or reclassify any unissued shares of Preferred Stock by fixing or altering in any one or more respects, from time to time, before issuance of such shares, the preferences, rights, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares, except that the Board of Directors may not change the voting rights of such Preferred Stock and such Preferred Stock may not be convertible into Class B Common Stock.

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 aforegoing amendments and by written informal action 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, unanimously approved said amendments, there being, therefore, no objecting Stockholders under Section 2-602(a)(3) of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, DYNAMARK SECURITY CENTERS, 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 23RD 6 day of October June, 1985 and its President acknowledges that these Articles of Amendment are the act and deed of Dynamark Security Centers, 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: DYNAMARK SECURITY CENTERS, INC.

James H. Snead
Secretary

By
Wayne E. Alter, Jr. President

DYNAMARK SECURITY CENTERS, INC. CORPORATE SEAL 1977

ARTICLES OF AMENDMENT

OF

DYNAMARK SECURITY CENTERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 12, 1985 AT 11:07 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2761, FOLIO 1174, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$
	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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 188880

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:27 P.M. CORPORATION LIBER 35

ARTICLES OF AMENDMENT

OF

TASTEE FREEZE ENTERPRISES, INC.(Old Name)

TRI-STATE TASTEE FREEZ, INC. (New Name)

RECORD 5.00
B 3327CHCK 5.00
01986 2-07 P3:2

THIS IS TO CERTIFY:

The Board of Directors of Tastee Freeze Enterprises, Inc. (Old Name) by unanimous consent of the stockholder, hereby changes the name of the corporation to Tri-State Tastee Freez, Inc.

In witness thereof, we have signed these Articles of Amendment on the 6th day of November 1985.

G. Jeffery Kerns
President

Patricia A. Harlin
Secretary/Treasurer

In witness thereof, being the sole stockholder of all of the outstanding common stock of the corporation, I hereby consent to the change of name as indicated in these Articles of Amendment on the 6th day of November 1985.

Witness: Patricia A. Harlin
Secretary, Tri-State
Tastee Freez, Inc.(New name)

G. Jeffery Kerns
G. Jeffery Kerns, Stockholder

STATE OF MARYLAND, COUNTY OF WASHINGTON

This is to certify that on the 7th day of November 1985, before me, the subscriber, a Notary Public of the State and County aforsaid, personally appeared the officers and stockholder indicated above with the Articles of Amendment and related consents to be their act.

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

Crystal M. Tilood

My Commission Expires: 7-1-86

NOTARY PUBLIC

53128069

2761 1235

ARTICLES OF AMENDMENT

OF

TASTEE FREEZE ENTERPRISES, INC.

Changing its name to

TRI-STATE TASTEE FREEZ, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 7, 1985 AT 1:38 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2761, FOLIO 1234, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 188920

RECEIVED FOR RECORD ON FEBRUARY 7, 1986, at 3:27 P.M. CORPORATION LIBER 35

RECORD 5.00
B 3328CHCK 5.00
01986 2-07 P3:27

INTERSTATE RECORD DISTRIBUTORS, INC.

ARTICLES OF AMENDMENT

Interstate Record Distributors, Inc., a Maryland Corporation, having its principal office at 29 North Prospect Street, Hagerstown, Washington County, 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 by striking in its entirety Article SECOND and by substituting in lieu thereof the following:

"SECOND: The name of the Corporation is THE INTERSTATE GROUP, INC."

SECOND: By written informal action unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

1985 NOV 12 A 11:22

IN WITNESS WHEREOF, Interstate Record Distributors, 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 1st day of October, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of Interstate Record Distributors, 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:

Melvin C. Greenwald
Melvin C. Greenwald
Secretary

INTERSTATE RECORD DISTRIBUTORS, INC.

BY: Richard M. Greenwald
Richard M. Greenwald
President

53100350

2762 2099

ARTICLES OF AMENDMENT

OF

INTERSTATE RECORDS DISTRIBUTORS, INC.

Changing its name to

THE INTERSTATE GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 12, 1985 AT 11:42 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2762, FOLIO 2098, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 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. Patterson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 188955

2762 2098

5-060

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:28 P.M. CORPORATION LIBER 35

1985 NOV 12 P 12:45

BARTON, LTD.
ARTICLES OF REVIVAL

1985 OCT 29 A 9:53

Barton, Ltd., 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 February 8, 1980, 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 Revivial are for the purpose of reviving and reinstating the charter of the Corporation.

RECORD 5.00
B 3329CHCK 5.00
01986 2-07 P3:28

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Barton, Ltd.

THIRD: The name by which the Corporation will hereafter be known is Barton, Ltd.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 2373 Pennsylvania Avenue (rear) 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.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland are Norton R. Cooper, 304 Donnybrook Drive, Hagerstown, Washington County, Maryland. Said resident agent is a citizen actually residing in this State.

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

(a) Paid all fees required by law;

(b) Filed all annual reports which should have been filed by the Corporation if its charter had not been forfeited;

(c) Paid all State and local taxes (other than taxes on real estate) and all interest and penalties due by the Corporation, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes; and

(d) Paid an amount equal to all State and local taxes (other than taxes on real estate) and all interest and penalties which, irrespective of any period of limitation otherwise prescribed by law affecting the collection of any part of such taxes, would have been payable by the Corporation if its charter had not been forfeited.

53100386

[redacted]

IN WITNESS WHEREOF, the undersigned, who were respectively the last acting President and Secretary of the Corporation, have signed these Articles of Revival on Barton, Ltd.

Norton R. Cooper
President

Secretary

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

I HEREBY CERTIFY THAT on this 11th day of September, 1985, before me, the subscriber, a Notary Public in the State and County aforesaid, personally appeared Norton R. Cooper, the last acting President of Barton, Ltd., a Maryland corporation, and severally acknowledged the aforegoing Articles of Revival to be their act.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1986

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Norton R. Cooper, President of Barton, Ltd.
(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.

Norton R. Cooper
Norton R. Cooper
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on 11/6/85 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for
Washington County Md. personally appeared
(insert name or county for which notary is appointed)

Norton R. Cooper 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

Kathleen Bolden
(Signature of notary public)

My Commission expires _____.

My commission expires July 1, 1988

2762 2120

ARTICLES OF REVIVAL

OF

BARTON, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 12, 1985 AT 12:45 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2762, FOLIO 2117, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 188959

2762 2117

002001

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:28 P .M. CORPORATION LIBER 35

RECORD 5.00
B 3330CHCK 5.00
01986 2-07 P3:28

ARTICLES OF INCORPORATION

OF

THUNDER BLUE, INC.

(A CLOSE CORPORATION, ORGANIZED PURSUANT to TITLE FOUR of the CORPORATIONS and ASSOCIATIONS ARTICLE of the ANNOTATED CODE of MARYLAND)

FIRST: I, James R. Alphin, whose post office address is Route 8 Box 230, Hagerstown, Maryland, 21740, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is Thunder Blue, Inc.

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

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

(1) To provide ballooning and other ballooning related services, including advertising, rides, and brokerage of balloons and ballooning equipment.

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

(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.

FIFTH: The Post Office address of the principal office of the Corporation in this State is Route 8 Box 230, Hagerstown, Maryland, 21740. The name and Post Office address of the resident agent of the Corporation in this state is James R. Alphin, Route 8 Box 230,

F3086503

Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, 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 James R. Alphin.

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.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Director and stockholders.

(1) The stockholders shall have power from time to time to fix and determine and vary the amount of working captial 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 businesses shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter.

(2) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stocks shall be valid unless such change or terms shall have been authorized by all the holders

of stock at the time oustanding by a vote at a meeting or in writing with or without the 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 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 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 22nd day of October, 1985.

Witness;

Susan K. Simmons

James R. Alphin
JAMES R. ALPHIN

STATE OF MAYLAND, COUNTY OF WASHINGTON, To Wit:

I HEREBY CERTIFY, that on this 22nd day of October, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James R. Alphin, known to me to be the person whose name is subscribed to the aforegoing instrument and acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal:

MRS. CAROL ALPHIN NOTARY PUBLIC WASHINGTON CO., MD.

Carol Alphin
Notary Public My commission expires July 1, 86

ARTICLES OF INCORPORATION
OF
THUNDER BLUE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 04, 1985 AT 10:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2758, FOLIO 002633 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2026888

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 189069

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:28 P.M. CORPORATION LIBER 35

003221

RECORD 5.00
B 3331CHCK 5.00
01986 2-07 P3:28

ARTICLES OF INCORPORATION

TRI-STAR VIDEO, Incorporated

FIRST: I, the undersigned, BILL L. YOHO, whose post office address is 21 W. Main Street, Hancock, Washington County, Maryland 21750, 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 TRI-STAR VIDEO, Incorporated.

THIRD: The purposes for which the Corporation is formed are as follows: To design, develop, experiment with, manufacture, assemble, install, repair, purchase, or otherwise acquire, sell, and in any manner deal in or with equipment, apparatus, instruments, devices, machines, articles and commodities, including audio, radio, television, video, and wired or wireless telephone and telegraph equipment, and accessories therefor, and equipment, apparatus, instruments and devices of all kinds for transmitting, conducting, receiving, distributing, recording, reproducing sound, images, pictures, electrical energy or impulses, and for electromagnetic waves, variations, or impulses radiated through space by any method or process now in use or hereafter discovered; and to do all and everything necessary and convenient for the accomplishment of any of the purposes or objects and powers above mentioned or incidental thereto.

FOURTH: The post office address of the principal office of the Corporation in this State is 229 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, and actually resides in the State of Maryland.

FIFTH: The total number of shares of stock which the Corporation has authority to

53108158

issue is 5,000 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: JOHN M. DOLBY, ROBERT E. MOORE and BILL L. YOHO.

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 5th day of November, 1985.

Witness:

Mary E. Cherry

Bill L. Yoho
BILL L. YOHO

MARY E. CHERRY NOTARY PUBLIC (SEAL) Prince Georges Co. Md.

STATE OF MARYLAND, COUNTY OF PRINCE GEORGE'S, SS:

I, MARY E. CHERRY, hereby certify that on this 5th day of November 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared BILL L. YOHO, and acknowledged the foregoing ARTICLES OF INCORPORATION to be his act.

Mary E. Cherry
Notary Public, Maryland
My Commission Expires 1 July 1986

ARTICLES OF INCORPORATION
OF
TRI-STAR VIDEO, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 06, 1985 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2758, FOLIO 003220 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.50	$

D2027894

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. Fletcher

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 189147

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:29 P.M. CORPORATION LIBER 35

003381

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 Classic Food Service Corporation.

RECORD 5.00
B 3332CHCK 5.00
01986 2-07 P3:29

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

(1) To engage in the business of the retail sale of food and related products and 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 830 Bowman Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Donald J. Plunkett, 830 Bowman Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3), which 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 Director who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Donald J. Plunkett
Terry Bartles
Luella Eckstine

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:

53118125

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

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of November, 1985, and I acknowledge the same to be my voluntary act and deed.

Barbara Ann Groff
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION
OF
CLASSIC FOOD SERVICE CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 07,1985 AT 10:56 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2758 , FOLIO 003380 , OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2028157

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. Pritchard

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 189173

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:29 P.M.
CORPORATION LIBER 35

RECORD 5.00
B 33330HCK 5.00
01986 2-07 P3:29

1985 NOV 12 P 1:13

DK

ARTICLES OF INCORPORATION

FIRST: That I, Faber C. Knepper whose post office address is Box 59, Valley Mall, Hagerstown, Maryland 21742 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 Valley School of Music, 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 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 securi-

53168714

ties of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 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:

> To provide education in music including instruction in musical theory and composition and in the performance of music ultimately leading to a degree in music.

FOURTH: The post office address of the principal office of the Corporation in this State is Box 59, Valley Mall, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is William P. Nairn, 100 West Washington Street, Suite 208, 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 mat-

ters 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: Faber C. Knepper, William P. Nairn and Pamela A. Knepper

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 Unites 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 pro-ceeding 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 30 day of September, 1985, and I acknowledge the same to be my act.

Faber C. Knepper

Faber C. Knepper

ARTICLES OF INCORPORATION
OF
THE VALLEY SCHOOL OF MUSIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 12, 1985 AT 01:13 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2760, FOLIO 1681, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2030062

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. Fletcher

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 189380

2760 1681

5-060

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:30 P.M. CORPORATION LIBER 35
RECORD 5.00
B 3334CHCK 5.00
01986 2-07 P3:30

HAGER BROKERS, INC.

ARTICLES OF INCORPORATION

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

Hager Brokers, 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 305 West Church Street, 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 Jeffrey Palkovitz, Steven Palkovitz and Timothy Palkovitz.

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:

53168251
2760 2078

(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) 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

2760 2080

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 1th day of November 1985 and I acknowledge the same to be my act.

WITNESS:

Judith Ann Butler

Dixie C. Newhouse

ARTICLES OF INCORPORATION
OF
HAGER BROKERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 12,1985 AT 09:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2760 , FOLIO 2077 , OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2030377

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 189498

2760 2077

5-060

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:30 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

OAK RIDGE LIQUORS, INC.

RECORD 5.00
B 3335CHCK 5.00
01986 2-07 P3:30

THIS IS TO CERTIFY:

FIRST: We, the undersigned, James W. Wilson, whose post office address is Route 1, Box 160-A, Fairplay, Maryland 21733, and Dorothy B. Wilson, whose post office address is Route 1, Box 160-A, Fairplay, Maryland 21733, 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 Oak Ridge Liquors, Inc.

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

The licensed retail off-sale of beer, wine and spirits, snack food products, lottery and other sundry products.

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

To carry on any of the 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.

DER AND ELGIN, P.A.
ATTORNEYS AT LAW
GERSTOWN, MARYLAND

552 PAGE 1417

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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 310 West Oak Ridge Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is James W. Wilson, Route 1, Box 160-A, Fairplay, Maryland 21733. 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 three (3); provided that:

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

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

The names of the directors who shall at until the first annual meeting or until their successors are duly chosen and qualifed are: James W. Wilson and Dorothy B. Wilson.

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

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 12th day of November, 1985.

WITNESS:

Donna M. Myers — James W. Wilson
James W. Wilson

Donna M. Myers — Dorothy B. Wilson
Dorothy B. Wilson

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

I HEREBY CERTIFY, that on this 11th day of November, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Wilson, and acknowledged the execution of the aforegoing 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

DER AND ELGIN, P.A.
ATTORNEYS AT LAW
ERSTOWN, MARYLAND

2764 1419

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

I HEREBY CERTIFY, that on this 12th day of November, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Dorothy B. Wilson, and acknowledged the execution of the aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Lori J. Thomas
Notary Public

My Commission Expires:
July 1, 1986

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

2764 1420

ARTICLES OF INCORPORATION
OF
OAK RIDGE LIQUORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 18, 1985 AT 10:53 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2764, FOLIO 1416, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2033322

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 189826

RECEIVED FOR RECORD ON FEBRUARY 7, 1986, at 3:31 P.M. CORPORATION LIBER 35

RECORD .50
RECORD .75
B 3336CHCK 1.25
01986 2-07 P3:31

NORTH END AUTO PARTS, INC.

RESOLVED; That the resident agent of the Corporation in the State of Maryland be and hereby is changed from Stephan Patterson whose post office address was P. O. Box 644, Blue Ridge Summit, Pennsylvania, to James M. McGarity whose post office address is Route # 10, Box 81A, Hagerstown, Maryland, 21740 and who is a resident of the State of 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 and proper acts incident thereto.

1986 FEB 28 A 9:45

We do solemnly declare and affirm under the penalties of perjury that the foregoing is a true copy of the Resolutions changing the Corporation's resident agent.

Susan L. McGarity
Secretary

James M. McGarity
President

(CORPORATE SEAL)

[redacted]

53178134

2759 1920

NOTICE OF CHANGE OF RESIDENT AGEND AND
AGENT'S ADDRESS

OF

NORTH END AUTO PARTS, INCORPORATED

received for record October 28, 1985 , at 10:45 A. M.

and recorded on Film No. 2759 Frame No. 1919 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 № 22890

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

.50
.75

Del 2/13/86

Return to: Mackley, Gilbert & Marks
35 East Washington St.
Hagerstown, Maryland 21740

rc

RECEIVED FOR RECORD ON FEBRUARY 7, 1986 at 3:31 P.M. CORPORATION LIBER 35

RECORD .50
RECORD .75
B 3337CHCK 1.25
01986 2-07 P3:3

HALFWAY AUTO PARTS, INC.

RESOLVED; That the resident agent of the Corporation in the State of Maryland be and hereby is changed from Lloyd M. Smith whose post office address was 1040-302 Brinker Drive, Hagerstown, Maryland 21740, to James M. McGarity whose post office address is Route # 10, Box 81A, Hagerstown, Maryland, 21740 and who is a resident of the State of 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 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 Resolutions changing the Corporation's resident agent.

(CORPORATE SEAL)

Secretary

President

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRRSS

OF

HALFWAY AUTO PARTS, INC.

received for record October 28, 1985 , at 10:45 A. M.
and recorded on Film No. 2759 Frame No. 1921 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 № 22891

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

Del 2/13/80

Return to: Mackley, Gilbert & Marks
35 East Washington Avenue
Hagerstown, Maryland 21740

rc

RECEIVED FOR RECORD ON FEBRUARY 7, 1986, at 3:32 P.M. CORPORATION LIBER 35

MINUTES OF A SPECIAL MEETING OF THE
BOARD OF DIRECTORS OF
ORTHOPAEDIC ASSOCIATES, DRS. ALTIZER,
HOBBS, PATTERSON & WINSLOW, P.A.

RECORD .50
RECORD 1.50
B 3338CHCK 2.00
01986 2-07 P3:32

A Special Meeting of the Board of Directors of Orthopaedic Associates, Drs. Altizer, Hobbs, Patterson & Winslow, P.A. was held by unanimous written consent as is provided for in Section 2-408 of the Corporations and Associations Article of the Annotated Code of Maryland.

The undersigned Directors, being all the Directors of the Corporation, do hereby consent to hold this meeting by unanimous informal action as is provided for in the above referred to Code Section, and they do hereby agree that the following resolutions are those of the Board of Directors acting as a body, and they do hereby further agree that the effective date of this meeting shall be October 15, 1985.

RESOLVED: that the resignation dated October 15, 1985, from John J. Dobbie, Resident Agent of the Corporation, be and is hereby accepted by the Board of Directors, and it is further

RESOLVED: that the new Resident Agent and his address approved by the Board of Directors of the Corporation are as follows:

Michael A. Winslow
701 East First Street
Hagerstown, Maryland 21740

There being no further business to be considered by the Board of Directors, the undersigned Directors, being all the Directors of Orthopaedic Associates, Drs. Altizer, Hobbs, Patterson & Winslow, P.A., waiving any and all notice requirements for a meeting of the Board of Directors, do hereby consent to the above resolutions.

Tom J. Altizer

Robert K. Hobbs MD

Robert K. Hobbs

Donald A. Patterson

Michael A. Winslow

DIRECTORS

53228120 2761 0809

MLD 4/14/86
Rosenstock, Burger & Welty
117 W. Patrick St.
Frederick, Md. 21701

Secretary's Certificate

I do hereby certify that I am the duly elected Secretary of Orthopaedic Associates, Drs. Altizer, Hobbs, Patterson & Winslow, P.A., and that the minutes of a Special Meeting of the Board of Directors of Orthopaedic Associates, Drs. Altizer, Hobbs, Patterson & Winslow, P.A., effective October 15, 1985, a copy of which is attached to this Certification, is a true copy of the resolutions of the Board of Directors and that the original minutes are included within the Corporate Minute Book which is in my possession as Secretary of the Corporation. I do hereby further certify under the penalties of perjury and on behalf of the Corporation known as Orthopaedic Associates, Drs. Altizer, Hobbs, Patterson & Winslow, P.A. that the meeting of the Board of Directors at which the resolutions were approved as set forth in the above referred to minutes actually occurred and that the matters and facts set forth in the above resolutions are true and correct to the best of my knowledge, information and belief.

Secretary
Orthopaedic Associates, Drs. Altizer,
Hobbs, Patterson & Winslow, P.A.

22907

The Pension and Profit-Sharing
Service Company of Maryland

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

ORTHOPAEDIC ASSOCIATES, DRS. ALTIZER, HOBBS, PATTERSON & WILSON, P.A.

received for record November 18, 1985 , at 8:30 A. M.
and recorded on Film No. 2761 Frame No. 807 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 № 22906

Special Fee Paid	$5.00	5
Recording Fee Paid	$6.00	1.50
Total	$11.00	

Return to: Rosenstock, Burgee & Welty
117 West Patrick Street
Frederick, Maryland 21701

rc

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:00 P.M. CORPORATION LIBER 35

RECORD 5.00
B 7942CHCK 5.00
01986 4-10P12:00

ARTICLES OF AMENDMENT

OF

11 SOUTH ASSOCIATES, INC.

Barbara Hose duly says:

FIRST: That she is President, Secretary-Treasurer, and the sole shareholder of 11 South Associates, Inc., a Maryland Close Corporation.

SECOND: That she does hereby waive any and all notice required by the corporation article of the Annotated Code of Maryland, or by the Articles of Incorporation or Bylaws of said Corporation of a meeting to be held on the 15th day of October, 1985, at 9:00 o'clock a.m., for the purpose of amending the Articles of Incorporation.

THIRD: That at the aforesaid meeting of the Corporation duly held in Hagerstown, Maryland, at 9:00 o'clock, on October 15, 1985, the following resolution was adopted:

> "RESOLVED: That Article Two of the Articles of Incorporation of this Corporation would be amended to read as follows: 'The name of this corporation is Larry Hose Enterprises, Inc."
>
> "RESOLVED: That Article Five of the Articles of Incorporation of the corporation would be amended to read as follows: 'The post office address of the Corporation in this State is 20 Pin Oak Terrace, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Barbara Hose, 20 Pin Oak Terrace, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.'"

53168710 752 2189

FOURTH: That at a meeting of the Shareholders of said corporation duly held at Hagerstown, Maryland on October 15, 1985, two resolutions were adopted, which resolutions are identical in form to the resolutions set forth in paragrah Three above.

FIFTH: That all of the shares eligible to vote, voted affirmatively for the adoption of the above resolutions.

Barbara Hose (SEAL)
Barbara Hose
President and Secretary-Treasurer

The undersigned, being the sole shareholder of thos Close Corporation, does hereby declare that the matters set forth in the aforegoing Articles of Amendment are true and correct and were executed as Hagerstown, Maryland on November 3, 1985, and the undersigned does further state that these amendments to the Charter have been duly authorized by the shareholder of the Corporation, the Corporation having no directors.

Barbara Hose
Barbara Hose

2762 2190

ARTICLES OF AMENDMENT

OF

11 SOUTH ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 12, 1985 AT 1:03 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2762, FOLIO 2188, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$
	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. Patton

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 189440

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:00 P.M. CORPORATION
LIBER 35

RECORD 5.00
B 7943CHCK 5.00
01986 4-10P12:00

ARTICLES OF AMENDMENT
OF
PROCESS AUTOMATION, INC.

Process Automation, Inc., a Maryland Corporation, having its principal office at 100 West Washington Street, Hagerstown, Maryland 21740, hereinafter referred to as the "Corporation," hereby certifies to the State Department of Assessments & Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby Amended by striking Article Fifth in its entirety 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 Five Thousand (5,000), divided into One Thousand (1,000) shares of Class A Common Stock without par value, and Four Thousand (4,000) shares of Class B Common Stock without par value.

The following is a description of each class of stock of the Corporation with the preferences, conversion and other rights, restrictions, voting powers and qualifications of each class:

1. Except as hereinafter provided with respect to the election of the Board of Directors of the Corporation, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical in all respects and for all purposes and the holders of Class A Common Stock and the holders of Class B Common Stock, voting together and without distinction as to Class, shall be entitled to one (1) vote for each share of stock in all proceedings in which action shall be taken by the Stockholders of the Corporation.

2. With respect to the election of the Board of Directors of the Corporation:

(i) The holders of Class A Common Stock (a) shall nominate and elect one (1) Director who shall be known as the Class A Director, and (b) in the event of the death, disability, removal, resignation or refusal to act of the Class A Director, the holders of the Class A Common Stock, to the exclusion of all other classes of stock of the Corporation, shall nominate and elect one (1) Director

50128308
2762 2213

to fill the vacancy so created by such death, disability, removal, resignation or refusal to act; and

(ii) The holders of Class B Common Stock (a) shall nominate and elect the remaining Directors who shall be known as the Class B Directors, (b) in the event of the death, disability, removal, resignation or refusal to act of any or all of the Class B Directors the holders of Class B Common Stock, to the exclusion of the holders of all other classes of stock of the Corporation, shall nominate and elect one (1) or more Directors to fill the vacancy or vacancies so created by such death, disability, removal, resignation or refusal to act.

SECOND: The charter of the Corporation is hereby Amended by striking Article Sixth in its entirety and by substituting in lieu thereof the following new Article Sixth:

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 of the Stockholders of the Corporation and until their successors are duly chosen and qualified and the class of Common Stock which they represent are:

Class A Director	Class B Director
J. Michael Nye	Francesco Canziani Carla Canziani Nazzareno Costa

THIRD: The Charter of the Corporation is hereby Amended by striking Article Seventh in its entirety and by substituting in lieu thereof the following new Article Seventh:

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. 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 (1) 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 the 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.

The enumeration and definition of a particular power of the Board of Directors included in the aforegoing 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.

7. 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 which is to be acquired;

e. The voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

f. The Amendment of the By-Laws;

g. The Amendment of the Corporate Charter.

Such actions shall be effective and valid only if taken or approved by a majority 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 requried by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article SEVENTH:

FOURTH: In compliance with Section 2-607, Corporations and Associations Article of the Annotated Code of Maryland, the Corporation states as follows:

1. Prior to the Amendment, the Corporation was authorized to issue Five Thousand (5,000) shares of common stock without par value.

2. As Amended, the Corporation is authorized to issue Five Thousand (5,000) shares of common stock without par value divided into two (2) classes; One Thousand (1,000) shares of Class A common stock without par value and Four Thousand (4,000) shares of Class B common stock without par vaue.

3. A description, as Amended, of each Class, including the preferences, voting rights, restrictions, qualifications, limitations and other rights, is set forth in Paragraph First of these Articles of Amendment.

FIFTH: In compliance with Section 2-607, Corporations and Associations Article of the Annotated Code of Maryland, the Corporation states as follows:

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 approved the aforegoing Articles of Amendment and do hereby state that no stock entitled to be voted on the matter was outstanding or subscribed for at the time of approval.

IN WITNESS WHEREOF, Process Automation, Inc. has caused these presents to be signed in its name and on its behalf by its President and attested to by its Secretary on this 2nd day of July, 1985, and its President acknowledges that these Articles of Amendment are the act and deed of Process Automation, Inc., and under the penalties of perjury, that the matters and facts set forth herein, with respect to authorization and approval, are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Secretary, George M. Pavia

PROCESS AUTOMATION, INC.

By J. Michael Nye, President

2762 2217

ARTICLES OF AMENDMENT

OF

PROCESS AUTOMATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 8, 1985 AT 10:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2762, FOLIO 2212, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ ~~20.00~~ 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 189445

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:01 P.M. CORPORATION LIBER 35

RECORD 5.00
B 7944CHCK 5.00
01986 4-10P12:01

ARTICLES OF INCORPORATION

OF

WESTERN MARYLAND SNACKS, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Kevin G. Null, whose post office address is Route 5, Box 201-A, Hagerstown, Maryland 21740, and Richard E. Getts, whose post office address is 502 Oriole Drive, 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 Western Maryland Snacks, Inc.

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

The retail sales and distribution of snack food products.

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

To carry on any of the 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.

DER AND ELGIN, P.A.
ATTORNEYS AT LAW
ERSTOWN, MARYLAND

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 201-A, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kevin G. Null, Route 5, Box 201-A, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of 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 three (3); provided that:

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

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

The names of the directors who shall at until the first annual meeting or until their successors are duly chosen and qualifed are: Kevin G. Null and Richard E. Getts.

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

2762 0203

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 18th day of November, 1985.

WITNESS:

Donna M. Myers — Kevin G. Null
Kevin G. Null

Donna M. Myers — Richard E. Getts
Richard E. Getts

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

I HEREBY CERTIFY, that on this 18th day of November, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kevin G. Null, who acknowledged the execution of the aforegoing 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 18th day of November, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard E. Getts, who acknowledged the execution of the aforegoing 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

2762 0204

ARTICLES OF INCORPORATION
OF
WESTERN MARYLAND SNACKS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1985 AT 08:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2762, FOLIO 201, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2034395

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. Fletcher

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 189933

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:01 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

RECORD 5.00
B 7945CHCK 5.00
01986 4-10P12:01

SENIOR LIVING ALTERNATIVES, INC.

A Non-Stock Membership Corporation

FIRST: I, Richard Willson, whose post office address is County Office Building, 33 West Washington Street, Room 212, 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 Senior Living Alternatives, Inc.

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

(1) To provide housing and services to eligible elderly individuals. The aforegoing to be accomplished through direct action and through coordination and cooperation with other nonprofit, religious and civic organizations and local, State and Federal governmental agencies.

(2) Any other purpose permitted under the laws of a nonprofit corporation in the State of Maryland and which meets the requirements of section 501(c)(3) of the Internal Revenue Code of 1954 as now enforced or may be hereafter amended.

(3) To receive and administer funds for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers.

(4) No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, trustee, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or

intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(5) 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.

(6) 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 correspnding provisions of any subsequent federal tax laws.

(7) 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.

(8) 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.

(9) 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.

(10) Notwithstanding any other provisions of this certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

(11) Pursuant to Section 5-202 of the Corporations and Associations Volume of the Annotated Code of Maryland the Corporation has no authority to issue capital stock.

(12) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue code and its Regulations as they now exist or as they may hereafter be amended.

FOURTH: The post office address of the principal office of the Corporation in this State is County Office Building, 33 West Washington Street, Room 212, Hagerstown, Maryland 21740 . The name and post office address of the Resident Agent of the Corporation in this State is Richard Willson, County Office Building, 33 West Washington Street, Room 212, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The number of Directors of the Corporation shall be twelve (12), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than five (5).

The Board of Directors shall be divided into Group I, Group II, and Group III Directors. The members of Group I Directors shall serve an initial term of one (1) year and thereafter three (3) year terms. The members of Group II Directors shall serve an initial term of two (2) years and thereafter, three (3) year terms. The members of Group III Directors shall serve a term of three (3) years.

The names of the Directors who shall act as Group I Directors until the first annual meeting or until their successors are duly elected and qualify are:

GROUP I

1. Bobbi Jackson, HomeCall, Inc., 318 North Potomac Street, Hagerstown, MD 21740.
2. Thelma Coffman, Washington County Health Department, P.O. Box 2067, Hagerstown, MD 21740.
3. Jean Hettenhouser, Alexander House, Inc., East Washington Street, Hagerstown, MD 21740.
4. Ralph Garver, Washington County Commission on Aging, Inc./Area Agency on Aging, 9 Public Square, Hagerstown, MD 21740.

The names of the Directors who shall act as Group II Directors until the first annual meeting or until their successors are duly elected and qualify are:

GROUP II

5. Jennifer Ham, Housing Authority of the City of Hagerstown, Maryland, 11 West Baltimore Street, Hagerstown, MD 21740.
6. Kathryn Cannan, Health Systems Agency of Western Maryland, ALGONQUIN, Suite 301, Baltimore & Green Streets, Cumberland, MD 21502.
7. Barbara Everly, Washington County Hospital Association, 251 East Antietam Street, Hagerstown, MD 21740.
8. Richard Willson, Housing Authority of Washington County, 33 West Washington Street, Room 212, Hagerstown, MD 21740.

The names of the Directors who shall act as Group III Directors until the first annual meeting or until their successors are duly elected and qualify are:

GROUP III

9. Edith Karsay, Washington County Council of Churches, 15 Randolph Avenue, Hagerstown, MD 21740
10. Carol Malin, Ravenwood Lutheran Village, 1183 Luther Drive, Hagerstown, MD 21740.
11. John Kenney, Washington County Department of Social Services, P.O. Box 1419, Hagerstown, MD 21740.

SIXTH: The membership of this corporation shall be the following persons, associations or corporations and governmental entities:

1. HomeCall, Inc., 318 North Potomac Street, Hagerstown, MD 21740.
2. Washington County Health Department, P.O. Box 2067, Hagerstown, MD 21740.
3. Alexander House, Inc., 7 East Washington Street, Hagerstown, MD 21740.
4. Washington County Commission on Aging, Inc./Area Agency on Aging, Alexander House, 9 Public Square, Hagerstown, MD 21740
5. Health Systems Agency of Western Maryland, ALGONQUIN, Suite 301, Baltimore & Green Streets, Cumberland, MD 21502
6. Housing Authority of the City of Hagerstown, Maryland, 11 West Baltimore Street, Hagerstown, MD 21740
7. Washington County Hospital Association, 251 East Antietam Street, Hagerstown, MD 21740.
8. Housing Authority of Washignton County, 33 West Washington Street, Room 212, Hagerstown, MD 21740.
9. City of Hagerstown, City Hall, Hagerstown, MD 21740
10. Washington County Council of Churches, 15 Randolph Avenue, Hagerstown, MD 21740.
11. Washington County Representatives of the Washington-Frederick County Nursing Home Administrators Association, 1183 Luther Drive, Hagerstown, MD 21740.
12. Washington County Department of Social Services, P.O. Box 1419, Hagerstown, MD 21740.

Each member shall have the right to select one vacancy on the Board of Directors.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of November, 1985, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Richard Willson

Richard Willson
Incorporator

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

I HEREBY CERTIFY, That on this 15th day of November, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard Willson and acknowledged the aforegoing 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

2762 0306

414

ARTICLES OF INCORPORATION
OF
SENIOR LIVING ALTERNATIVES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1985 AT 11:01 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2762, FOLIO 302, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$
	5.00	

D2034544

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 189948

reserved

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:02 P.M. CORPORATION Liber 35

RECORD 5.00
B 7946CHCK 5.00
01986 4-10P12:0

ARTICLES OF INCORPORATION

OF

TANGRANDE SUNSYSTEMS, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr. whose post office address is 35 East Washington Street, Hagerstown, Maryland 21740, 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 TANGRANDE SUNSYSTEMS, INC.

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

To acquire for sale at wholesale and retail level sunbedding equipment, lotions, bulbs, cleaners and all other related products.

To own and lease 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, 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 Route # 1, Box 278, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Peter A. Schrock Route # 1, Box 278, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

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

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than three; and the name of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are: Peter A. Schrock, Susan Irene Schrock and Nancy L. Bremmer.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 19 day of November, 1985.

WITNESS:

Joanne Snyder

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

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19 day of November, 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.

Joanne Snyder
Notary Public

My Commission Expires:
July 1, 1986

2762 1582

ARTICLES OF INCORPORATION
OF
TANGRANDE SUNSYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1985 AT 11:01 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2762, FOLIO 1580, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2035657

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. Thurston

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 189999

418

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:02 P.M. CORPORATION LIBER 35

MARVATEMP, INC.

Articles of Revival

RECORD 5.00
B 7947CHCK 5.00
01986 4-10P12:02

The name of the corporation at the time the charter was forfeited was Marvatemp, Inc.

The name which the corporation will use after revival is Marvatemp, Inc.

The name and address of the resident agent are 105 Underpass Way, Hagerstown, Maryland 21740. Name of resident agent is Robert C. Jeffers.

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) File 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 105 Underpass Way, Hagerstown, Maryland 21740.

ACKNOWLEDGEMENT:

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

Robert Jeffers
Last Acting Vice-President

Alexander A Courtney
Last Acting Secretary

53298312

53298313

[redacted]

[redacted]

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

Robert Jeffers

Robert Jeffers, Vice-President
MARVATEMP, INC.

I hereby certify that on September 9, 1985 before me, the subscriber, a notary public of the State of Maryland, in and for Washington County, personally appeared Robert Jeffers 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

Dixie T. McNaney

Dixie T. McNaney

My Commission expires July 1, 1986

[redacted]

[redacted]

ARTICLES OF REVIVAL

OF

MARVATEMP INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 25, 1985 AT 11:02 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2764, FOLIO 2037, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 5.00	$ 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.

Gail B. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 190077

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:02 P.M.
CORPORATION LIBER 35

RECORD 6.00
B 7948CHCK 6.00
01986 4-10P12:0

POWELL CONSTRUCTION, INC.
(a close corporation)

ARTICLES OF AMENDMENT AND RESTATEMENT

POWELL CONSTRUCTION, INC., a close Maryland corporation, having its principal office at Route 5, Box 92, Leitersburg Pike, Hagerstown, Maryland 21740 (herein referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Corporation desires to 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 TENTH inclusive and by substituting in lieu thereof the following:

FIRST: The name of the Corporation is Powell Construction, Inc.

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

(1) To act as a general contractor for the construction, repairing and remodeling of buildings, and public works of all kinds, and for the improvement of real estate and the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

(2) To carry on the primary business in which the Corporation intends to initially engage; to employ engineers, architects, builders, and other contractors for the purpose of or in connection with the construction, erecting, altering, repairing, improving, or doing any other work in connection with any houses, industrial buildings, commercial buildings, plants, workshops, factories, schools, or other buildings, works or structures of every kind and description whatsoever; and to manufacture, buy, sell, purchase, distribute, and deal in any and all kind of building materials, building supplies, or products of any and every kind or character, and to do any and all things necessary and proper to effect such purpose; and to engage in any other lawful purpose and/or business; and

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

THIRD: The current post office address of the principal office in this State is Route 5, Box 92, Leitersburg Pike, Hagerstown, Maryland 21740. The name and post office address of the current resident agent of the Corporation in this State is Samuel O. Powell, Route 5, Box 92, Leitersburg Pike, Hagerstown, Maryland. Said resident agent is an individual actually residing in this State.

FOURTH: The total number of shares of all classes which the Corporation has authority to issue is One Thousand One Hundred (1,100), of which One Thousand (1,000) shares shall be common stock with no par value per share, and One Hundred (100) shares shall be preferrred stock with a par value of One Thousand Dollars ($1,000.00) per share. Heretofor the corporation had been authorized to issue one thousand (1,000) shares of common stock only.

The designations and the preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of

2765 1248

redemptions of the shares of each class of stock are 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, qualifications, 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 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:

(a) 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 one hundred (100) shares).

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

(c) 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;

(d) the obligation, if any, of the Corporation to retire shares of such series pursuant to a sinking fund;

(e) 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;

(f) 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;

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

(h) 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 of 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

2765 1250

pursuant to this Article FOURTH:

(a) 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;

(b) 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

(c) 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 right and interests.

FIFTH: 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. The names of the current directors who shall act until their successors are duly chosen and qualify are Samuel O. Powell and Patricia M. Powell.

SIXTH: 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.

SEVENTH: 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.

EIGHTH:

(1) As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Articl 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 that 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 accordancy with the indemnificationsection; provided, however, that to the extent a corporate representative other than a present or former director of officer successfully defends on the merits or otherwise any proceeding referred to in sub-sections (b) or (c), of the indemnification section or any claim, issue, or a matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the indemnification unless and until it shall have been determined and authorized in the specific case by (a) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who are not parties to the proceedings; or (b) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceedings, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

NINETH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Articles of the Annoted Code of Maryland, the Board

of Directors of the Corporation duly advised the foregoing Articles of Amendment and Restatement, 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 Articles of Amendment and Restatement.

IN WITNESS WHEREOF, POWELL CONSTRUCTION, 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 1 day of October, 1985, and its President acknoweldges that these Articles of Amendment and Restatement are the act and deed of Powell Construction, 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:

Patricia M. Powell, Sec

Patricia M. Powell
Secretary

POWELL CONSTRUCTION, INC.

By Samuel O. Powell, Pres

Samuel O. Powell
President

2765 1253

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

POWELL CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 25, 1985 AT 12:27 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2765, FOLIO 1246, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID.	RECORDING FEE PAID.	SPECIAL FEE PAID
$ 20.00	$ 24.00 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.

Paul B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 190163

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:03 P.M. CORPORATION LIBER 35

RECORD 5.00
B 7949CHCK 5.00
01986 4-10P12:03

AMENDED

ARTICLES OF INCORPORATION

MT. AETNA STORE, INC.

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

FIRST: We, Ronald Lee Ridenour, Virginia D. Ridenour, George A. Deatrich and Linda L. Deatrich, being the Directors of Mt. Aetna Store, Inc. and all being at least eighteen (18) years of age, hereby at the time of the organizational meeting for said corporation do hereby amend the Articles of Incorporation of Mt. Aetna Store, Inc. by the filing of these Amended Articles of Incorporation of Mt. Aetna Store, Inc. which said Amended Articles of Incorporation are approved by and executed by the entire Board of Directors and no stock is outstanding or subscribed for pursuant to Section 2-603, Corporations and Associations Article, Annotated Code of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Mt. Aetna Store, 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 food and beverage products; 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 #1, Box 189, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Ronald Lee Ridenour, Route #1, Box 345, 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 of common stock with $100.00 par value 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 Ronald Lee Ridenour.

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

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

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

IN WITNESS WHEREOF, we have signed these Amended Articles of Incorporation this day of November, 1985, and we acknowledge the same to be our act.

WITNESS:

Ronald Lee Ridenour

Virginia D. Ridenour

George A. Deatrich

Linda L. Deatrich

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

WE HEREBY CERTIFY, That on this 18th day of November, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Ronald Lee Ridenour, Virginia D. Ridenour, George A. Deatrich and Linda L. Deatrich and acknowledged the aforegoing Amended Articles of Incorporation to be their voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1986

AMENDED ARTICLES OF INCORPORATION

OF

MT. AETNA STORE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 22, 1985 AT 11:31 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.
Effective: 8/30/85, at 10:27 AM

RECORDED IN LIBER 2765, FOLIO 1270, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 190168

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:03 P.M. CORPORATION LIBER 35
RECORD 5.00
B 7950CHCK 5.00
01986 4-10P12:03

Jrs
Res

ARTICLES OF INCORPORATION

OF

HOLIDAY TAN, INC.

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

HOLIDAY TAN, INC.

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

(1) To maintain and operate a salon for suntanning and to sell lotions, creams, and other products of every description incidental to or capable of being used in connection with such trade 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

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

53288407

office of the Corporation in this State is 1040 Crestwood Drive, 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 Michael R. Conrad.

VID K. POOLE, JR.
ATTORNEY AT LAW
RSTOWN TRUST BLDG.
EST WASHINGTON ST.
ERSTOWN, MARYLAND
21740

2763 1108

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.

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

2763 1109

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 21st day of November, 1985, and we acknowledge the same to be our act.

WITNESS:

Donna Kay Heckman

Ronald A. Conrad (SEAL)
Ronald A. Conrad

Donna Kay Heckman

Nancy L. Conrad (SEAL)
Nancy L. Conrad

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 21st day of November, 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.

Notary Public

My Commission Expires:
July 1, 1986.

VID K. POOLE, JR.
TTORNEY AT LAW
RSTOWN TRUST BLDG.
EST WASHINGTON ST.
RSTOWN, MARYLAND
21740

ARTICLES OF INCORPORATION
OF
HOLIDAY TAN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 25,1985 AT 12:39 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2763, FOLIO 1106, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2037323

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 190276

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:03 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

UNIKOTE HOME PRODUCTS, INC.

RECORD 5.00
B 7951CHCK 5.00
01986 4-10P12:03

THIS IS TO CERTIFY:

FIRST: The subscriber, G. Jeffery Kerns, whose post office address is 449 North Potomac St., 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 Unikote Home Products, 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, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, 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.

55308256

(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 449 N. Potomac St. , 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 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 pecuniarly 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 by 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 25th day of November, 1985.

Crystal M. Flood

G. Jeffery Kerns

STATE OF MARYLAND, COUNTY OF WASHINGTON

THIS IS TO CERTIFY that on the 26th day of November, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared G. Jeffery Kerns, the aforegoing Articles of Incorporation to be his act.

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

Crystal M. Flood

My Commission Expires: 7-1-86

442

ARTICLES OF INCORPORATION
OF
UNIKOTE HOME PRODUCTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 26,1985 AT 01:21 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2763, FOLIO 1857, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2038230

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. Fletcher

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 190353

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:04 P.M. CORPORATION LIBER 35

BAUMGARDNER ENTERPRISES, INC.

ARTICLES OF REVIVAL

RECORD 5.00
B 7952CHCK 5.00
01986 4-10P12:04

FIRST: the name of the corporation at the time the charter was forfeited was Baumgardner Enterprises, Inc.

SECOND: The name which the corporation will use after revival is Baumgardner Enterprises, Inc.

THIRD: The name and address of the resident agent are Ralph H. France, II, 81 West Washington Street, Hagerstown, Maryland 21740.

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.

SIXTH: The address of the principal office in this state is 81 West Washington Street, Hagerstown, Maryland 21740.

The undersigned who were respectively the last acting president and secretary of the corporation severally acknowledge

53318071

the Articles to be their act.

Allen M. Baumgardner
Allen M. Baumgardner
Last Acting President

Mary Alice Baumgardner
Mary Alice Baumgardner
Last Acting Secretary

AFFIDAVIT

I, Allen M. Baumgardner, President of Baumgardner Enterprises, Inc., a Maryland 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.

Allen M. Baumgardner
President

I hereby certify that on the 27th day of November, 1985, before me, the subscriber, a notary public of the State of Maryland, in and for Washington County, personally appeared Allen M. Baumgardner 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.

WITNESS my hand and notarial seal.

Vicki L. Grimm
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF REVIVAL

OF

BAUMGARDNER ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 27, 1985 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2765, FOLIO 2476, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 190515

2765 2476

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:04 P.M. CORPORATION LIBER 35

RECORD 5.00
B 7953CHCK 5.00
01986 4-10P12:0

ARTICLES OF INCORPORATION

STARLAND ROLLER RINK, INC.

1. I the undersigned, Barbara Ann Donaldson, 40 St. Paul Street, Boonesboro, Maryland, 21713, being at least 18 years of age, do hereby intend to form a corporation under and by virtue of the General Laws of the State of Maryland.

2. Thename of the corporation is Starland Roller Rink, Inc.

3. The purpose for which the corporation is formed and the business or objects to be carried on are as follows:

a. To engage in the business of a roller skating rink, sales and services, open to the general public.

b. 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 herein specified not being intended to exclude any such other powers, rights and privileges under the Annotated Code of Maryland, Corporations and associations.

4. The post office address of the place which shall be the principal office of the corporation in this state will be located at 800 Park Road, Hagerstown, Maryland 21740. The resident agent of the corporation is John B. Wolfkill, 52 North Cannon Avenue, Hagerstown, Maryland, 21740. Said agent is a citizen of Maryland and resides therein.

5. The total amount of authorized capital stock is One Hundred Thousand ($100,000.00) Dollars par value consisting of 1,000 shares of common stock of the par value of $100.00 per share.

6. The corporation shall have three directors and Barbara Ann Donaldson, William E. Donaldson and Lori A. Shillingburg shall so act until the first annual meeting or until their successors are duly chosen and qualified.

53318060

2764 0667

7. Subject to the General Laws of the State of Maryland, the voting power shall vest solely in the holders of the common stock.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of November, 1985.

Witness:

Barbara Ann Donaldson (SEAL)
Barbara Ann Donaldson

I do solemnly declare and affirm under the penalties of perjury that the contents of the aforegoing Articles of Incorporation are true and correct to the best of my knowledge, information and belief.

Barbara Ann Donaldson
Barbara Ann Donaldson

ARTICLES OF INCORPORATION
OF
STARLAND ROLLER RINK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 27, 1985 AT 11:04 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2764, FOLIO 666, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2038834

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • 1632

A 190546

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 447
LAND ☐ ☐
VAUGHN J. BAKER, CLERK

2764 0666

CORPORATIONS

449

 RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:04 P.M. CORPORATION LIBER 35

RECORD 5.00
B 7954CHCK 5.00
01986 4-10P12:04

MANNY'S ORIENTAL RUGS AND GALLERY, LTD.
ARTICLES OF INCORPORATION

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

SECOND: The name of the Corporation (which is hereinafter referred to as the "Corporation") is Manny's Oriental Rugs and Gallery, Ltd.

THIRD: The purposes for which the Corporation is formed are:
(1) To engage in the business of wholesale and retail sale of imported and other goods and articles; 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 72 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Roger Schlossberg, 134 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 two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than two (2), 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:

Mansoor Emral Shaool
Ben Shaool

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

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

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of November, 1985, and I acknowledge the same to be my voluntary act and deed.

Barbara Ann Gouff
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION
OF
MANNY'S ORIENTAL RUGS AND GALLERY, LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 29, 1985 AT 10:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2764, FOLIO 1056, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2039535

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 190616

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

2764 1056

CORPORATIONS

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:05 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

WASHINGTON COUNTY STUDENT

TRADES FOUNDATION, INC.

RECORD 5.00
B 7955CHCK 5.00
01986 4-10P12:05

THIS IS TO CERTIFY:

FIRST: That the subscriber, Russell R. Marks, does hereby declare the intention of forming a corporation under and by virtue of the general laws of the State of Maryland, authorizing the formation of corporations. Said incorporator being an adult over eighteen (18) years of age.

SECOND: The name of the Corporation is Washington County Student Trades Foundation, Inc.

THIRD: The purpose or purposes for which the Corporation is organized are exclusively for, and the Corporation will be operated exclusively for, educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 and the Regulations thereunder (as the same now exist or as they may be hereafter amended from time to time), more particularly, to promote vocational education in connection with the schools of Washington County, Maryland; to lend and borrow money; to own, mortgage and sell, real and personal property; and to conduct all other manner of lawful business.

FOURTH: The post office address of the principal office of the corporation in Maryland is Supervisor of Vocational Education, P. O. Box 730, Commonwealth Avenue, Hagerstown, Maryland 21740.

53338352

2764 1151

The resident agent of the Corporation is Russell R. Marks, whose address is 35 E. Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

FIFTH: THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK.

SIXTH: The initial 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); and the names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are as follows: Russell R. Marks, Robert Bohman and Alvin F. Thumma, III.

SEVENTH: The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the futherance, accomplishment, fostering, or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further, accomplish, foster, or attain any of such purposes. Notwithstanding any other provisions 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 and the Regulations thereunder (as the same now exist or as they may be hereafter amended from time to time.)

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Third Article 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 particpate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

NINTH: In the event of the liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the Corporation, shall be used or distributed, exclusively for purposes within those set forth in Article THIRD of this certificate and within the intendment of Section 501 (c) (3) of the Internal Revenue Code of 1954 and

the Regulations thereunder (as the same now exist or as they may be hereafter amended from time to time.)

TENTH: The Duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these articles and acknowledge same to be my act.

Russell R. Marks

Date: November 27, 1985.

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY STUDENT TRADES FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 29, 1985 AT 10:13 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2764, FOLIO 1150, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2039709

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. Fulton

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 190625

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 2764 FOLIO 1150
LAND
VAUGHN J. BAKER, CLERK

CORPORATIONS

2764 1150

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:05 P.M. CORPORATION LIBER 35

RECORD 5.00
B 7956CHCK 5.00
01986 4-10P12:05

MARCY BARRETT, INC.

ARTICLES OF INCORPORATION

FIRST: I, David A. Barrett, Route 2, Box 227, Hagerstown, Maryland 21740, being at least eighteen years of age, hereby form a corporation under and by virtue of the general laws of the state of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Marcy Barrett, Inc.

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

(1) To operate a hair styling and beauty salon; 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 2027 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are David A. Barrett, Route 2, Box 277, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this state.

FIFTH: The total number of the shares of capital stock which the Corporation has the authority to issue is four thousand (4,000) shares of common stock, without par value.

53368340

2764 1652

SIXTH: The number of Directors of the Corporation shall be three, which may increase or decrease 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 Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

David A. Barrett
Marcy C. Barrett
Frederick G. Barrett

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 stock of any class, whether now or hereafter authorized or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or

2764 1653

changing in any one or more respects from time to time before the issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of the redemption of such stock.

3. The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any oustanding 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 value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the aforegoing 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 enforce.

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

or options to subscribe for, purchase or otherwise such shares.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 26 day of November, 1985, and I acknowledge the same to be my act.

David A Barrett
David A. Barrett

Susa P. Neubaugh
WITNESS

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY tht on this 26 day of November, 1985, before me, the subscriber a Notary Public in and for the State and County aforesaid personally appeared David A. Barrett who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Incorporation are true to the best of his knowledge, information and belief.

WITNESS my hand and official Notarial Seal

Susa P. Neubaugh
Notary Public

ARTICLES OF INCORPORATION
OF
MARCY BARRETT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 02, 1985 AT 08:05 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2764, FOLIO 1651, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 21	$ 20 5.00	$

D2040087

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. Fletcher

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • 1632

A 190663

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____
LAND ☐ ☐
VAUGHN J. BAKER, CLERK

CORPORATIONS

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:05 P.M. CORPORATION LIBER 35

RECORD 5.00
B 7957CHCK 5.00
01986 4-10P12:05

JOHN G. NEWBY, M.D., P.C.
ARTICLES OF INCORPORATION

FIRST: I, Roger Schlossberg, whose post office address is 134 West Washington Street, Hagerstown, Maryland, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is John G. Newby, 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 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 813 The Terrace, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent for the Corporation in this State are John G. Newby, M.D., 813 The Terrace, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing is 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 Director who shall act until the first annual meeting or until his successor are duly chosen and qualified is John G. Newby, M.D.

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 authorized the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

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

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

3. With respect to:

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

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

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

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

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

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of November, 1985, and I acknowledge same to be my act.

Barbara Ann Goff
Witness

Roger Schlossberg

2764 1829

ARTICLES OF INCORPORATION
OF
JOHN G. NEWBY, M. D., P. C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 02, 1985 AT 10:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2764, FOLIO 1827, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2040392

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 190694

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

2764 1827

CORPORATIONS

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:07 P.M. CORPORATION LIBER 35

RECORD 5.00
B 7959CHCK 5.00
01986 4-10P12:07

ARTICLES OF INCORPORATION

PINE GLEN INCORPORATED

FIRST: I, George W. Rishell, whose post office address is Route #5, Box 178, 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 Pine Glen Incorporated.

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

(1) General construction 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 Route #5, Box 178, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George W. Rishell, Route #5, Box 178, 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 a par value of $100.00 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 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 Director who shall act until the first annual meeting or until successors are duly elected and qualify is: George W. Rishell.

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

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

convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

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

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

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

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

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

the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of November, 1985, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

George W. Rishell

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

I HEREBY CERTIFY, That on this 25th day of November 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared George W. Rishell and acknowledged the aforegoing 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
PINE GLEN INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 04,1985 AT 10:03 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2765, FOLIO 1628, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$
	5.00	

D2041630

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 190794

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

2765 1628

CORPORATIONS

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:07 P.M. CORPORATION LIBER 35

AMS REALTY INC.

A CLOSE CORPORATION UNDER TITLE 4

ARTICLES OF INCORPORATION

RECORD 5.50
B 7960CHCK 5.50
01986 4-10P12:07

FIRST: The undersigned, Josephine S. Shockey, whose post office address is Rt. #3, Box 320, Smithsburg, Maryland 21783; James N. Shockey, whose post office address is Rt. #3, Box 320, Smithsburg, Maryland 21783, 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 AMS REALTY INC.

THIRD: The Corporation shall be a close corporation as authorized by Title 4.

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

(a) To 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 patent, improvements and franchises pertaining to the matters and things enumerated herein.

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

53398180

2765 1988

1-6

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

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

(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, 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.

(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 other securities or evidences of indebtedness issued or created by and other corporation or association, organized under the laws of the State of Maryland or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other

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

(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 countires; 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 countires.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation in Maryland is Rt. #3, Box 320, Smithsburg, Washington County, Maryland 21783. The name and post office address of the resident agent of the Corporation in Maryland is James N. Shockey, Rt. #3, Box 320, Smithsburg, Washington County, Maryland 21783.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of one hundred dollars ($100.00) a share, all of one class, and having an aggregate par value of one hundred thousand dollars ($100,000).

SEVENTH: After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are Josephine S. Shockey and James N. Shockey.

2765 1991 4-6

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:

(a) 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 four-fifths of all of such stock at the time outstanding, by vote at a meeting or in writing with or without a meeting.

(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 stockholders or officers 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 memer, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation.

(c) 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.

NINTH: The duration of the Corporation shall be perpetual.

2765 1992

5-6

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on November 23, 1985, and severally acknowledge the same to be our act.

Josephine S. Shockey

Josephine S. Shockey

James N. Shockey

James N. Shockey

2765 1993

ARTICLES OF INCORPORATION
OF
AMS REALTY INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 05, 1985 AT 09:46 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2765, FOLIO 1987, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 22 5.50	$

D2041978

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 190818

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

2765 1987

CORPORATIONS

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:08 P.M. CORPORATION LIBER 35

RECORD 5.50
B 7961CHCK 5.50
01986 4-10P12:08

SOUTH VALLEY CORPORATION

ARTICLES OF INCORPORATION

FIRST: I, William P. Phillips, whose Post Office address is P. O. Box 248, Sharpsburg, MD 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 SOUTH VALLEY COPPORATION.

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

(1) Real Estate investment and development; and to engage in any other lawful purpose and business.
(2) To purchase, lease and otherwise acquire, hold, own, mortgage, pledge, encumber and dispose all kinds of property, real, personal, tangible and intangible, and mixed, both in this State and in any part of the world.
(3) To enter into partnerships, joint ventures, syndicates, and other business associations for any lawful purpose.
(4) To do anything permitted by Sect. 2-103 of the Corporation's 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 248, Harpers Ferry Rd, Rt 1 Sharpsburg, MD 21782. The name and post office address of the resident

53408400
53408401

2766 0586

agent of the Corporation in this State is William P. Phillips, Harpers Ferry Rd, Rt 1 P. O. Box 248, Sharpsburg, MD 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 FIVE THOUSAND (5,000) shares of common stock, without par value.

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

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

(2) If there is stock outstanding and so long as there is 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:

Donald E. Weir
Vernon M. Myers
William P. Phillips

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

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

authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

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

(4) The Board of Directors shall have power, if authorized by the By-Laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in said resolutions or in the By-Laws of the Corporation and permitted by the Corporations and Associations Article of the Annotated Code of Maryland shall have and may exercise any

or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(5) If the By-Laws so provide, the Board of Directors of the Corporation shall have power to hold its meetings, to have an office or offices and, subject to the provisions of the Corporations and Associations Article of the Annotated Code of the State of Maryland, to keep the books of the Corporation, outside of said State at such place or places as may from time to time be designated by it.

(6) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Corporations and Associations Article of the Annotated Code of Maryland, to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redemmability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties assets and good will of the Corporation then owned or thereafter acquired.

(7) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as

expressly set forth in the charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

(8) 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 advise of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

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

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

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

(iv) 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;

(v) 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

(vi) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

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 have signed these Articles of Incorporation this 6th day of December, 1985, and I acknowledge the same to be my act.

William P. Phillips

William P. Phillips

ARTICLES OF INCORPORATION
OF
SOUTH VALLEY CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 06, 1985 AT 01:25 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

7

RECORDED IN LIBER 2766, FOLIO 585, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 22 5.60	$

D2042638

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 190895

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

2766 0585

CORPORATIONS

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:19 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION
OF
GENE BOWERS, INC.

RECORD 6.00
B 7963CHCK 6.00
01986 4-10P12:19

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Gene G. Bowers, whose Post Office address is 105 South Antietam Street, (P.O. Box 94), Funkstown, Maryland, 21734, being over eighteen (18) years of age, do under and by virtue of the General Laws of the State of Maryland hereby indicate my 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 GENE BOWERS, INC., a close corporation.

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

(a) To engage in the preparation and dispensing of beverage and food, operating as a restaurant, and generally to purchase or otherwise acquire restaurants and/or eating establishments, and to own, hold, lease, rent, or sell such business or businesses.

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

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

(d) To 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.

53438219

2766 0913

(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 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 America and in foreign countries.

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and 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 is 37 South Potomac Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is Gene G. Bowers, 105 South Antietam Street, (P.O. Box 94), Funkstown, Maryland 21734. 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 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 one, but not more than three, which number may be increased 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 Gene G. Bowers.

(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 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 existance 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 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, I have signed these Articles of Incorporation this 20th day of November, 1985.

Witness:

Beverly L. Dowling

Gene G. Bowers (SEAL)
Gene G. Bowers

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20th day of November 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally

appeared GENE G. BOWERS, and acknowledged the aforegoing Articles of Incorporation to be his act.

WITNESS my hand and Official Notarial Seal.

Beverly R. DuSing
Notary Public

My Commission Expires: 7/1/86

ARTICLES OF INCORPORATION
OF
GENE BOWERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 09, 1985 AT 10:38 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2766, FOLIO 912, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 24 6.00	$

D2043479

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 190954

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

CORPORATIONS

2766 0912

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:29 P.M.
CORPORATION LIBER 35

RECORD 5.00
B 7964CHCK 5.00
01986 4-10P12:19

ARTICLES OF INCORPORATION

FIRST: That I, Andrew G. Hoffman whose post office address is 1025 Hamilton 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 The Lions Club of Hagerstown, Maryland, 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 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 afterward 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 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

53448122

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:

1. To form a body of men thoroughly representative of the business and professional interest of the City of Hagerstown, Maryland; to unite its members in the closest bonds of good fellowship and to promote a closer business and social union among them.
2. To encourage active participation in all things that have to do with commercial, civic and industrial betterment.
3. To uphold the principles of good government.
4. To assist in every honorable way in furthering the interests of its members, and toward bringing about a better understanding among men.
5. To provide a forum for the open discussion of all matters of public interest; provided, however, that partisan politics and sectarian religion shall not be debated by club members.
6. To encourage service-minded men to serve their community without personal financial reward, and to encourage efficiency and promote high ethical standards in commerce, industry, professions, public works and private endeavors.

FOURTH: The post office address of the principal office of the Corporation in this State is 100 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is 1025 Hamilton Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State. His name is Andrew G. Hoffman.

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 Six (6), which number may be increased or decreased pursuant

2766 1196

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:

Paul M. Everhart
Robert L. McCoy, II
Gary P. Palank

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 Unites 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.

2766 1197

(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: The Corporation may by its Bylaws 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.

TWELFTH: The Corporation may, at its discretion, indemnify all of its present and former directors and officers in connection with any proceedings (as such term is defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time, or in any successor provisions of the laws of the State of Maryland) to the fullest extent permitted by and in accordance with the laws of the State of Maryland, as amended from time to time.

IN WITNESS WHEREOF; I have signed these Articles of Incorporation this _____ day of June, 1985, and I acknowledge the same to be my act.

Andrew G. Hoffman

ACKNOWLEDGEMENT

The undersigned, Incorporator Andrew G. Hoffman, hereby acknowledges the aforegong Articles of Incorporation to be his act.

Andrew G. Hoffman

2766 1198

ARTICLES OF INCORPORATION
OF
THE LIONS CLUB OF HAGERSTOWN, MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 10,1985 AT 09:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2766, FOLIO 1194, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2043941

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 191001

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER_____ FOLIO ____

LAND ☐ _____ ☐
VAUGHN J BAKER, CLERK

2766 1194

CORPORATIONS

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:20 P.M. CORPORATION LIBER 35

S & N DEVELOPMENT, 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
B 7945CHCK 5.00
01986 4-10P12:20

ARTICLES OF INCORPORATION

FIRST: The undersigned, Shan-Leong Chang, whose post office address is 1716 Dual Highway, Hagerstown, Maryland 21746, 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, manifest 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 S & N DEVELOPMENT, INC.

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

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

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

(b) To lease and manage for others real property of all types and kinds.

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

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

(e) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, 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 full or in part any activities that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, businesses, contracts, goodwill, franchises or other assets in any manner under the laws of the State of Maryland.

(f) To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trade marks, 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,

53458265

sell and otherwise turn to account the same.

(g) To purchase or otherwise acquire, hold, exchange or sell, any shares of stock, or voting trust certificates for any shares of stock, or any bonds or other securities or evidences of indebtedness issued or created by, corporations, or associations having the power to issue the same, organized under the laws of the State of Maryland or any other state territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any such shares of stock, voting trust certificates, bonds or other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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

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

2767 0320

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 corporation which are contained in the general laws of this State.

FIFTH: The post office address of the principal office of the Corporation is 1716 Dual Highway, Hagerstown, Maryland 21740. The resident agent of the corporation is Shan-Leong Chang, 1716 Dual Highway, Hagerstown, Maryland 21740. Said resident agent is a resident of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of the par value of $1.00 each, all of which shares are of one class and are designated common stock. The aggregate value of all shares having par value is $10,000.00.

SEVENTH: The Corporation shall have not less than two and not more than seven directors. The initial directors shall be as follows: Shan-Leong Chang and Nancy Y. Y. Chang.

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, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any directors individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, 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 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 indebtendness, 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, 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.

(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 class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the 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 herafter 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 conversation 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 Aritcles, 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 WHEREOF, I have hereby signed these Articles of Incorporation this 25 day of November, 1985.

_____ (SEAL)
Shan-Leong Chang

STATE OF MARYLAND,
TO WIT:
COUNTY OF BALTIMORE,

This is to certify, that on this 25 day of November , 1985, before me the subscriber, a Notary Public of the State, in and for the County aforesaid, personally appeared Shan-Leong Chang and he acknowledged the foregoing Articles of Incorporation to be his act.

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

_____
Notary Public

My Commission Expired:

WILLIAM TAN
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986

Return to:

William Tan
Suite 202, Suburbia Building
5602 Baltimore National Pike
Baltimore, Maryland 21228

ARTICLES OF INCORPORATION
OF
S & N DEVELOPMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 11,1985 AT 10:06 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2767, FOLIO 0318, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2044964

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 191272

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

2767 0318

CORPORATIONS

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:20 P.M. CORPORATION LIBER 35 RECORD 5.00
B 7966CHCK 5.00
01986 4-10P12:20

D. G.'S RESTAURANT SYSTEMS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Robert E. Kuczynski, whose post office address is 55 North Jonathan Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, 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. G.'S RESTAURANT SYSTEMS, INC.

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

(1) To engage in the retail selling and serving of food and beverages to the general public; and to engage in any other lawful purpose and/or business relating to the operation of a restaurant 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 11 East Main Street, Hancock, Maryland, 21750. The name and post office address of the Resident Agent of the Corporation in this State is William G. Yost, 204 Virginia Avenue, Hancock, Maryland, 21750. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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 two, 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: William G. Yost and Mary Anne Yost.

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

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

(2) The Board of Directors of the Corporation may classify or re-classify any unissued shares by fixing or altering in any

one or more aspects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

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

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

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

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a

proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of December, 1985, and I acknowledge same to be my act.

Robert E. Kuczynski

2767 0584

508

ARTICLES OF INCORPORATION
OF
D. G.'S RESTAURANT SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 11,1985 AT 09:51 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2767, FOLIO 580, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2045383

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 191314

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. PARKER, CLERK

2767 0580

CORPORATIONS

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:20 P.M.
CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

RAY-JOHN TRI-STATE TRUCK SERVICE, INC.

RECORD 5.00
B 7967CHCK 5.00
01986 4-10P12:20

FIRST: I, ARTHUR CAMP STANLEY, III, whose post office address is Route 4, Box 622, 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

RAY-JOHN TRI-STATE TRUCK SERVICE, INC.

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

(1) To Service and repair all manner and kinds of trucks, tractors, trailers, automobiles and heavy equipment and to purchase, sell, lease and otherwise deal in all manner and kinds of trucks, tractors, trailers, automobiles and heavy equipment.

(2) To engage in the purchase and resale of all types and manner of parts, equipment, tires, batteries, accessories, etc. which are normally and commonly used by trucks, tractors, trailers, automobiles and heavy equipment.

(3) To buy, sell, mortgage, pledge, own any and all type of real and personal property.

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

FOURTH: The post office address of the principal office of The Corporation in this State is Airport Industrial Park, Route 8, Box 180A, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is ARTHUR CAMP STANLEY, III, Route 4, Box 622, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State.

53478082

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 but not less than one; and

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

The name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified is:
ARTHUR CAMP STANLEY, III.

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

(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 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

2757 1845

as or deemed by inference or otherwise in any manner to exclude or limit any power 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.

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 is shall have been determined

2767 1846

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 9TH day of DECEMBER, 1985, and I acknowledge the same to be my act.

Arthur Camp Stanley, III

WITNESS:

Gerald L. Skindle

ARTICLES OF INCORPORATION
OF
RAY-JOHN TRI-STATE TRUCK SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 13,1985 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2767, FOLIO 1843, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2045912

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 191346

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

2767 1843

CORPORATIONS

514

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:21 CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

M. C. OF MARYLAND, INC.

RECORD 6.50
B 7969CHCK 6.50
01986 4-10P12:21

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Paul B. Marquiss, whose postoffice address is Route 4, Box 44, Hagerstown, Maryland 21740; Deloris M. Marquiss, whose postoffice address is Route 4, Box 44, Hagerstown, Maryland 21740; and Terri Harshman, whose postoffice address is 900 Salem Avenue, Hagerstown, Maryland 21740, all being at least twenty-one years of age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations associate ourselves with the intention of forming a corporation by the execution and filing of these Articles.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is M. C. of Maryland, Inc.

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

(a) To purchase real estate, make and purchase materials for the construction of buildings; to erect buildings; to own, manage, operate, lease and sell buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and

53463300

[redacted]

all classes of building and improvements of any kind and nature whatsoever.

(b) To buy, sell, lease and deal in building supplies which may be directly or indirectly connected with the general business of the Corporation as hereinbefore set forth.

(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, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other 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.

(e) To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue

2767 2682

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.

(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 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

2767 2683

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

(h) To do anything permitted by Section 2-103 of the

2767 2684

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 4, Box 44, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Paul B. Marquiss, Route 4, Box 44, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) Shares of common stock, par value One Hundred Dollars ($100.00) per share.

SIXTH: The number of Directors of the Corporation shall be three (3) which number may be increased or decreased 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: Paul B. Marquiss; Deloris M. Marquiss and Terri Harshman.

2757 2685

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 herafter 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 stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights,voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

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

2767 2586

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

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 4th day of October, 1985, and we acknowledge the same to be our act.

WITNESS:

J. Russell Robinson — Paul B. Marquiss (SEAL)
Paul B. Marquiss

J. Russell Robinson — Deloris M. Marquiss (SEAL)
Deloris M. Marquiss

J. Russell Robinson — Terri L. Harshman (SEAL)
Terri Harshman

2767 2587

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

I HEREBY CERTIFY, that on this 4th day of October, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Paul B. Marquiss, Deloris M. Marquiss and Terri Harshman, and severally acknowledged the aforegoing Articles of Incorporation to be their act.

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

J. Russell Robinson
Notary Public

My Commission Expires:
July 1, 1986

J. RUSSELL ROBINSON
NOTARY PUBLIC
WASHINGTON CO., MD
COMMISSION EXPIRES JULY 1, 1986

522

ARTICLES OF INCORPORATION
OF
M.C. OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 12,1985 AT 10:43 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

9

RECORDED IN LIBER 2767, FOLIO 2680, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 26 6.50	$

D2046217

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 191618

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____
LAND ☐ ____ ☐
VA JOHN J. HALF, CLERK

CORPORATIONS

2767 2680

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:21 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

FOX'S PIZZA DEN, INC.

RECORD 5.00
B 7970CHCK 5.00
01986 4-10P12:21

FIRST: I, the undersigned, BILL L. YOHO, whose post office address is 21 West Main Street, Hancock, Washington County, Maryland 21750, 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 FOX'S PIZZA DEN, INC.

THIRD: The purposes for which the Corporation is formed are as follows: To own, conduct, operate, maintain and carry on the business of a 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.

FOURTH: The post office address of the principal office of the Corporation in this State is 148 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, and actually resides in the State of Maryland.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 5,000 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: BILLIE MARSUE ROSS, LEWIS ROSS, JR. and BILL L. YOHO.

53516286

[redacted]

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 5th day of November, 1985.

Witness:

Mary E. Cherry

BILL L. YOHO (SEAL)

STATE OF MARYLAND, COUNTY OF PRINCE GEORGE'S, SS:

I, MARY E. CHERRY, hereby certify that on this 5th day of November 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared BILL L. YOHO, and acknowledged the foregoing ARTICLES OF INCORPORATION to be his act.

Mary E. Cherry
Notary Public, Maryland
My Commission Expires 1 July 1986

MARY E. CHERRY NOTARY PUBLIC Prince Georges

ARTICLES OF INCORPORATION
OF
FOX'S PIZZA DEN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 17,1985 AT 12:48 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2768, FOLIO 1245, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2047462

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. Auburn

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 191707

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____

LAND ☐ ____ ☐
VAUGHN J. BAKER, CLERK

CORPORATIONS

526

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:22 P.M. CORPORATION LIBER 35

DYNAMARK SECURITY CENTERS, INC.

INFORMAL ACTION OF THE BOARD OF DIRECTORS

RECORD .50
RECORD 1.50
B 7971CHCK 2.00
01986 4-10P12:22

The undersigned, constituting all of the Directors of Dynamark Security Centers, Inc., a Maryland Corporation (hereinafter referred to as the Corporation), in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, do hereby take the actions set forth below, and to evidence their waiver of any right to descent from such actions, do hereby consent as follows:

RESOLVED: That the address of the principal office of the Corporation in this State be changed from 1301 Virginia Avenue, Hagerstown, Maryland 21740 to Leitersburg Pike, Hagerstown, Maryland 21740, and the post office address and mailing address of the Corporation be changed to P.O. Box 2068, Hagerstown, Maryland 21742-2068.

RESOLVED: That the above change of address of the principal office of the Corporation is hereby authorized by the Board of Directors and the Secretary of the Corporation is hereby directed to provide a certified copy of this Resolution to the Maryland Department of Assessments and Taxation.

WITNESS, the execution hereof the day and year first above written.

53308084

0000 0000 2764 0076

MSD 4/14/86
Dynamark Security Ctrs.
PO Box 2068
Hag. Md. 21740

WITNESS:

Mary E. Brown — Wayne E. Alter, Jr.

Mary E. Brown — Gerald W. Messenger

Mary E. Brown — G. Edward Cusick

Mary E. Brown — G. Lee Zobel

DIRECTORS

CERTIFICATION

I, James H. Snead, Secretary of Dynamark Security Centers, Inc., do hereby CERTIFY that this a True Copy of Resolutions of the Board of Directors of Dynamark Security Centers, Inc.

James H. Snead

James H. Snead

0000 0000 2764 0077

528

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

DYNAMARK SECURITY CENTERS, INC.

received for record November 19, 1985 , at 10:22 A. M.

and recorded on Film No. 2764 Frame No. 75 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 № 22960

Special Fee Paid	$5.00	.50
Recording Fee Paid	$6.00	1.50
Total	$11.00	

Return to: Dynamark Security Centers, Inc.
Leitersburg Pike, P.O. Box 2068
Hagerstown, Maryland 21740-2068

rc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ____ FOLIO ____

LAND ☐ _____ ☐
VAUGHN J. BAKER, CLERK

0000 0000 2764 0075

CORPORATIONS

RECEIVED FOR RECORD ON APRIL 10, 1986 at 12:06 P.M. CORPORATION LIBER 35

ARTICLES OF AMENDMENT
OF CHARTER OF THE TRUSTEES OF
THE UNION CHURCH AT ANTIETAM IRON WORKS

RECORD 25.00
B 7958CHCK 25.00
01986 4-10P12:0

THIS IS TO CERTIFY:

FIRST: That the Charter of the Trustees of the Union Church at Antietam Iron Works, a Maryland corporation with its principal office in Washington County, Maryland, also known during its history as the Antietam Church of God and the First Antietam Church of God, which Charter is recorded as a Certificate of Incorporation in the Corporation Records of Washington County in Liber 1, Folio 260, is hereby revised and amended as follows:

RECORD 2.50
B 7978CHCK 2.50
01986 4-10 P1:04

ARTICLE I

Name

The name of this Corporation shall be ANTIETAM CHURCH OF GOD instead of the Trustees of the Union Church at Antietam Iron Works.

ARTICLE II

Status

The Corporation is a non-profit, religious corporation.

ARTICLE III

Authorization

This Corporation shall proceed under Subtitle 3, Religious Corporations, Corporations and Associations, Annotated Code of Maryland.

ARTICLE IV

Plan of the Church

(1) The purpose of this Corporation is to provide a place of Divine Worship in accordance with the Christian faith; to establish, maintain and conduct a school for religious instruction

of children and adults; to buy, sell, lease, mortgage or otherwise encumber, hold, or dispose of both real and personal property of the corporation; to further all religious and charitable work; to provide spiritual guidance, relief and benefit for the members of the church and the community when and where needed; and for such purposes to adopt and establish By-laws, rules and regulations in accordance with the law and not inconsistent with these Articles of Incorporation.

(2) The purposes of the corporation are exclusively religious, educational, and charitable and no part of the net earnings of the corporation shall inure to the benefit of any member, trustee, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), no member, trustee, officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 and its regulations as they now exist or as they may hereafter be amended.

(3) The Corporation shall distribute in each taxable years its entire income in such a manner as not to subject the corporation to the tax under the provisions of the Internal Revenue Code of 1954, and amendments thereto.

(4) The Corporation shall be prohibited from engaging in any act of self-dealing as defined in the Internal Revenue Code of 1954 and amendments thereto, and shall not retain excess business holdings as defined in said Code, nor shall it make any instruments in such a manner as to subject the corporation to a tax under said Code, and amendments thereto, and for making any taxable expenditures in violation thereof.

(5) That in the event of termination, dissolution or winding up of this corporation in any manner or for any reason whatsoever, its remaining assets, if any, shall be distributed to one or more organizations created and operated exclusively for religious purposes in the United States and no part of the net earnings of which inures to the benefit of any private shareholder or individual and which organization or organizations as at the time qualify as an exempt organization of the Internal Revenue Code of the United States, as the Board of Trustees shall determine.

(6) The name of the corporation and the church is the ANTIETAM CHURCH OF GOD.

(7) The Trustees shall be elected annually, on the last Sunday of October. The election shall be by secret ballot, and the five candidates who receive the most votes shall be elected. In the event of a tie vote between candidates, a run-off vote between those candidates shall be immediately conducted. Each trustee shall immediately commence his service, which will terminate upon the election of the new trustees the following year.

(8) If a trustee vacates his office during the year for any reason, a successor trustee shall be appointed by the remaining trustees to complete his term, subject to the ratification by the majority of the members of the congregation.

3766 1401

(9) In order to vote at the elections, any voter must be a member of the church, and at least sixteen (16) years of age.

(10) A candidate for the office of Trustee must be a male member of the church, at least twenty-one (21) years of age, and an owner of realty.

ARTICLE V

Place of Worship

The address of the principal place of worship of the church is Antietam Church of God, Harper's Ferry Road, Sharpsburg, Maryland, 21782.

ARTICLE VI

Resident Agent

The name and address of the Resident Agent of the Corporation is Albert Drenner, Route 1, Box 374, Sharpsburg, Maryland, 21782. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SECOND: The Trustees of the Corporation at a meeting duly convened and held adopted a resolution in which was set forth the aforegoing Amendments to the Charter declaring that the said Amendments of the Charter were advisable and directing that they be submitted for action thereon at a special meeting of the members of the Congregation to be held on the 22nd day of October, 1984.

THIRD: Notice setting forth a summary of the changes to be effected by said Amendments of the Charter and stating that the purpose of the meeting of the members would be to take action thereon was given to all members entitled to vote thereon.

2766 1402

FOURTH: The Amendments of the Charter of the Corporation as hereinabove set forth were approved by a majority of the members of the Corporation present at said meeting.

WITNESS the name of The Trustees of the Union Church at Antietam Iron Works and its corporate seal affixed duly attested by its Secretary this 22nd day of October, 1984.

ATTEST TO CORPORATE SEAL:

Trustees:

Leonard Jamison
LEONARD JAMISON

Albert L. Trenner Jr
ALBERT L. TRENNER, JR.

Howell G. Pierce
HOWELL G. PIERCE

Alfredo Bussard
ALFREDO BUSSARD

Lonnie L. Crampton
LONNIE L. CRAMPTON

Secretary:

Margaret Lohman
MARGARET LOHMAN

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 22 day of October, 1984, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Margaret Lohman, Secretary of the Meeting at which the aforegoing was approved, who testified under oath that the matters and facts contained in the aforegoing Articles are true and correct.

Cindy E. Eaton
Notary Public

My Commission Expires:
My commission expires July 1, 1986

Compared and delivered to Chas. G. Biggs Mar. 3, 1896

(from old Record No 2 folios 385 &c)

At the request of The Trustees of the Union Church of Antietam Iron Works the following Certificate of Incorporation Was Recorded February 27th 1886.

To whom it may Concern, Be it Known that Whereas the members, or persons above twenty one years of age belonging to the Congregations of the Union Church at Antietam Iron Works Washington County State of Maryland, and all residing therein, pursuant to the authority vested in them by law, are desirous that nine persons who upon being registered as required by law, shall be constituted a Body Corporate, to act as Trustees, in the name and behalf of said Congregations, to manage their estate, and interests, And Whereas the usual Notice of a meeting for said purpose was given, and such meeting was according held at the usual place for holding meetings. This is to Certify that said meeting elected as such Trustees Daniel Gloss, Edward Norris, William H. Baker, Daniel Burgan, John H. Drenner, James A. Hutson, George Burgan, Henry H. Shamel, and Joseph Lewis as such Trustees and that meeting agreed upon the following plan of Incorporation 1st That the Trustees of said Church Societies shall be nine in number, said Trustees to be elected annually by the Congregations who stated of Worship God in said Church, said Congregations to be composed of members of any Christian denomination or name, the object being to provide a place of meeting which may be used by all Christian denomination, or name the object being for purposes of divine Worship. The qualifications of the persons electing, and to be elected Trustees to be members of some Christian denomination, or Known to be in good moral Standing in the Community, 2nd That the name and Style and title of the Corporation shall be "The Trustees of the Union Church at Antietam Iron Works" in Washington County, the name of the Congregations being Union Congregations, who have Chosen said Trustees. 3rd That said Daniel Gloss, Edward Norris, William H. Baker, Daniel Burgan, John H. Drenner, James A. Hutson, George Burgan, Henry H. Shamel, and Joseph Lewis, shall be the Trustees for the first year, or until their Successors shall be elected. The said Successors shall be elected at the time, and in the manner hereinbefore set forth, and in the event of a failure to elect, at the proper time and place, a subsequent meeting may elect. And all Trustees shall hold their Office until their Successors are elected, 4th That said Trustees and their successors forever shall have all the powers and privileges immunities and franchises, and be subject to all of the liabilities and obligations, that are now Conferred, and imposed by law, or that may hereafter be, and such as are set forth in the Act of the General Assembly of Maryland passed at the January Session AD 1868, Chapter 471 and especially the same as set forth in said Chapter from Section 156 to 169, inclusive. In testimony whereof We the said Daniel Gloss, Edward Norris, William H. Baker, Daniel Burgan, John H. Drenner, James A. Hutson, George Burgan, Henry H. Shamel and Joseph Lewis, have hereto set our hands and affixed our Seals respectively, this 2d day of January AD 1886.

Daniel Gloss (Seal) Edward Norris (Seal)
William H. Baker (Seal) Daniel Burgan (Seal)
John H. Drenner (Seal) James A. Hutson (Seal)
George Burgan (Seal) Henry H. Shamel (Seal)
Joseph Lewis (Seal)

State of Maryland,
Washington County, to wit, We hereby Certify that on this 2d day of January AD 1886 before us the subscribers respectively Justices of the Peace of the State of Maryland, in and for the County aforesaid personally appeared Daniel Gloss, Edward Norris, William H. Baker, Daniel Burgan, John H. Drenner, James A. Hutson, George Burgan, Henry H. Shamel, and Joseph Lewis, and did each acknowledge the aforegoing Certificate of the Trustees of Union Church at Antietam Iron Works [illegible]

2766 1397

32075390

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That the aforegoing is a true copy from LIBER 1 FOLIO 260, one of the RECORDS OF CORPORATIONS of Washington County, Maryland, the same having been recorded FEBURARY 27th, 1886.

IN TESTIMONY WHEREOF, I hereunto subsribe my name and Affix the Seal of the Circuit Court for Washington County, Maryland, at Hagerstown, this 9th DAY OF JULY 1985.

Vaughn J. Baker
Clerk of the Circuit Court
for Washington County, Maryland

ARTICLES OF AMENDMENT

OF

THE TRUSTEES OF THE UNION CHURCH AT ANTIETAM IRON WORKS

Changing its name to

ANTIETAM CHURCH OF GOD

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 14, 1985 AT 10:38 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

8

RECORDED IN LIBER 2766, FOLIO 1396, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00 2.50	$ -

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.

Dean W. Pritchard

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 190720

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER ___ FOLIO ___

LAND ☐ ___ ☐
VAUGHN J. BAKER, CLERK

2766 1396

CORPORATIONS

Received For Record may 21, 1986 at 1:24 o'clock pm liber 35
Corporation Record

January 27, 1986

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

Certified Mail, Return Receipt Requested

Re: Board of Directors' Resolution
Authorizing Change of Resident
Agent - KELCAR, INC.

RECORD
RECORD
A 349SCHOR
01936 5-21 P1:

Gentlemen:

Enclosed please find a Certified Copy of Resolution of the Board of Directors of Kelcar, Inc., authorizing the Change of Resident Agent from Donald N. Nally, to Lauren L. Yost, Jr.

Very truly yours,

Ann A. Bennett

Ann A. Bennett

Enclosure

1986 JAN 31 P 4:56

Mailed 5/28/86
Lauren L. Yost, Jr.
Rt. 1 Box 19914
Clear Spring, Md 21711

CERTIFIED COPY OF CORPORATE RESOLUTION
OF
SHAREHOLDERS
OF
KELCAR, INC.

I, ANN A. BENNETT, hereby certify that I am the duly elected and qualified Secretary of KELCAR, INC. (the "Corporation"), a Maryland Corporation, and do hereby certify that the following is a true and correct copy of resolutions adopted, in accordance with the provisions of Section 2-505(c) of the Corporations and Associations Article of the Annotated Code of Maryland, by the unanimous written consent of all the Shareholders of the Corporation, dated January 17, 1986.

RESOLVED: That the resident agent of the Corporation in the State of Maryland be and he is hereby changed from Donald N. Nally, whose Post Office address in 320 North Locust Street, Hagerstown, Md. 21740, to Lauren L. Yost, Jr., Rt. 1, Box 19919, Clear Spring, Md. 21711, and who is a resident of the State of 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 and proper acts incident thereto.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary and has caused the corporate seal of said Corporation to be hereto affixed.

Date: January 17, 1986

Ann A. Bennett

Ann A. Bennett

0001077

NOTICE OF CHANGE OF RESIDENT AGENT AND
RESIDENT AGENT'S ADDRESS

OF

KELCAR, INC.

received for record January 31, 1986 , at 9:56 A. M.
and recorded on Film No. 2785 Frame No. 342 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 № 23318

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

Return To: LAUREN L. YOST, JR.
RT. 1, BOX 19919
CLEAR SPRING, MARYLAND 21711

Received For Record May 21, 1986 at 1:24 o'clock liber 35

RECORD 12.50
CHECK 12.50
5-21 P1:24

TIMBER RIDGE ASSOCIATES LIMITED PARTNERSHIP
FOURTH AMENDED CERTIFICATE OF LIMITED PARTNERSHIP

The undersigned, desiring to amend the Certificate of Limited Partnership of Timber Ridge Associates Limited Partnership, filed with and approved by the Maryland State Department of Assessments and Taxation May 9, 1984, do hereby certify as follows:

FIRST: The General Partner, P. James Fahey, will no longer be the General Partner. The new General Partner will be Kirk E. Davis, and therefore, Article Sixth (a) of the Certificate of Limited Partnership is amended as follows:

SIXTH: The name and address of the General Partner is:

Kirk E. Davis
1305 Jefferson Boulevard
Hagerstown, Maryland 21740

In all other respects, except as amended herein and by Amended Certificate of Limited Partnership dated August 14, 1984, and approved by the State Department of Assessments and Taxation on August 15, 1984, and by Second Amended Certificate of Limited Partnership dated September 24, 1984, and approved by the State Department of Assessments and Taxation on September 25, 1984, and by Third Amended Certificate of Limited Partnership dated December 10, 1984, and approved by the State Department of Assessments and Taxation on December 26, 1984, the Certificate of Limited Partnership for Timber Ridge Associates Limited Partnership is hereby reaffirmed.

IN WITNESS WHEREOF, we have signed the Third Amended Certificate of Limited Partnership this 10th day of January, A.D., 1986.

GENERAL PARTNER

P. James Fahey (SEAL)
P. James Fahey

See Limited Partnerships Liber No. 3 Folio 640

NEW GENERAL PARTNER

_____ (SEAL)
Kirk E. Davis

LIMITED PARTNERS

_____ (SEAL)
Joan Kline

_____ (SEAL)
P. James Fahey

_____ (SEAL)
Kirk E. Davis

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

I HEREBY CERTIFY, That on this 10th day of January, 1986 A.D., 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kirk E. Davis, Joan Kline and P. James Fahey, known to me to be the persons whose names are subscribed to the within instrument, who did each acknowledge that they executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

_____
Notary Public

My Commission Expires: 7/1/86

GAIL HEROLD NOTARY PUBLIC WASHINGTON

CERTIFICATE OF AMENDMENT

OF

TIMBER RIDGE ASSOCIATES LIMITED PARTNERSHIP

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND January 17, 1986 AT 11:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2783, FOLIO 223, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 50	$

12.50

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 194318

544

Received For Record May 21, 1986 at 1:25 p.m. Corporation Record Liber 35

MACKLEY, GILBERT & MARKS
ATTORNEYS AT LAW
35 EAST WASHINGTON STREET
HAGERSTOWN, MARYLAND 21740

KENNETH J. MACKLEY
HOWARD W. GILBERT, JR.
RUSSELL R. MARKS

TELEPHONE
790-0311
AREA CODE 301

January 30, 1986

RECORD .50
RECORD .75
A 3496CHCK 1.25
01986 5-21 P1:25

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

Re: Leonard's Plumbing Supply & Service, Inc.

Ladies and Gentlemen:

Enclosed is a certified copy of a Notice of Change of Principal Office and Resident Agent from the above corporation.

Would you please record the Notice and return to us a certified copy of same.

Also enclosed is the corporation's check in the amount of $15.00, representing filing/recording, certification and duplication fees.

Thank you for your co-operation.

Very truly yours,

Patricia L. Witmer

Patricia L. Witmer
Law Clerk

1986 JAN 31 P 10:27

Enclosures

00018074

Del 5/28/86 - Mackley, Gilbert, Marks

LEONARD'S PLUMBING SUPPLY & SERVICE, INC.
(A Close Corporation)

NOTICE OF CHANGE OF PRINCIPAL OFFICE AND

RESIDENT AGENT

RESOLVED: That the principal office of the Corporation be, and it is hereby, changed from Route #2, Box 360, Hagerstown, Maryland, 21740, to 508 Salem Avenue, Hagerstown, Maryland, 21740.

RESOLVED: That the resident agent of the Corporation in the State of Maryland be, and he is hereby, changed from Guy Shenebeck, whose post office address is Route #2, Box 360, Hagerstown, Maryland, 21740, to Ellen M. Green, whose post office address is 508 Salem Avenue, Hagerstown, Maryland, 21740.

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 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.

* * * * * * * * * * * * * * * *

We do solemnly declare and affirm under the penalties of perjury that the foregoing is a true copy of the Resolutions changing the resident agent of the Corporation and the address of the Corporation's principal office and place of business.

(CORPORATE SEAL)

Leonard E. Carpenter 1/27/86
Leonard E. Carpenter, President

Ruth V. Carpenter 1-27-86
Ruth V. Carpenter, Sec.-Treas.

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT AND RESIDENT AGENT'S ADDRESS

OF

LEONARD'S PLUMBING SUPPLY & SERVICE, INC.

received for record January 31, 1986, at 10:27 A. M.
and recorded on Film No. 2785 Frame No. 348 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 № 23320

Special Fee Paid	$5.00	10
Recording Fee Paid	$3.00	75
	$8.00	

Return To: MACKLEY, GILBERT & MARKS
ATTORNEYS AT LAW
35 EAST WASHINGTON STREET
HAGERSTOWN, MARYLAND 21740

547

001721

Received For Record May 21, 1986 at 1:25 o'clock pm liber 35

Corporation Record

RECORD 5.00
A 3497CHCK 5.00
01986 5-21 P1:25

TURNER'S TRANSIT, INC.

ARTICLES OF INCORPORATION

FIRST: I, GEORGE F. TURNER, whose post office address is 655 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 referred to as the "Corporation") is **TURNER'S TRANSIT, INC.**

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

(1) To own and operate vans for the transportation of persons and packages for hire.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 655 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George F. Turner, 655 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

60458112

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

SIXTH: The number of Directors of the Corporation shall be 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 (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: Scott L. Schubel, Thomas L. Turner, and George F. Turner.

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 votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 5th day of February, 1986, and I acknowledge the same ot be my act.

George F. Turner
George F. Turner

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

I HEREBY CERTIFY That on this 5th day of February, 1986, before me, the subscriber, a Notary Public, in and for the State and County aforesaid, personally appeared George F. Turner, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Judith L. Feather
Notary Public

My Commission Expires:
7-1-86

552

ARTICLES OF INCORPORATION
OF
TURNER'S TRANSIT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 14,1986 AT 09:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2788 , FOLIO 001720 , OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2079325 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196020

Received For Record May 21, 1986 at 1:26 o'clock pm liber 35
Corporation Record

ARTICLES OF INCORPORATION

RECORD 6.50
A 3498CHCK 6.50
01986 5-21 P1:26

THIS IS TO CERTIFY:

That the undersigned, Ronald M. Levitan, whose post office address is 3727 Elkader Road, Baltimore, Maryland 21218, being of full legal age and a citizen of the State ofMaryland and of the United States, acting as incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

1. That the name of the Corporation (hereinafter called the "Corporation") is Woodstock Woodworks, Incorporated.

2. The object and purpose for which, and for any of which this Corporation is formed and the business to be carried on or promoted by it are to do any of the following things:

A. To manufacture and sell furniture and other household items at the retail and wholesale level;

B. To borrow money, pledge as collateral any or all of the assets of the Corporation, issue notes and bonds as authorized by the laws of this State and to execute mortgages, deeds of trust or other forms of contracts as security for the same and guaranteeing the payment thereof.

C. To maintain margin accounts and to make short sales of all kinds.

D. To engage in any other business of whatsoever kind or description within the State of Maryland or elsewhere

60458213

that may be directly or indirectly calculated to effectuate the objects and purposes of this Corporation or any of them.

E. To acquire the good will, trade name, rights and property and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation engaged in a similar business and to pay for the same in cash or stock of this Corporation or otherwise.

F. To buy, sell, use, hold, convey, exchange, lease, mortgage, improve, develop and otherwise operate, deal in and dispose of fee simple property, leasehold property, ground rents, and personal property; and to acquire by subscription, purchase, exchange or otherwise, and to hold for investment or otherwise to use, sell, dispose of, pledge, mortgage or hypothecate any bonds, stocks or other obligations of any corporation, and while the owner thereof, to exercise all of the rights, powers and privileges of ownership thereof.

G. To consolidate with or merge into any other corporation.

H. In general, to carry on any lawful business in any form, and to have and to exercise all powers conferred by the General Laws of the State of Maryland upon corporations formed thereunder and to exercise and enjoy all powers, rights, and privileges to or conferred upon corporations of this character by said General Laws now or hereinafter in force; the enumeration of certain powers as herein specified not being intended to exclude any such other powers, rights

and privileges granted to or conferred upon corporations of this character by said General Laws now or hereinafter in force.

3. The business and operations of said Corporation are to be carried on in the State of Maryland and elsewhere in the United States and in such other localities as the Board of Directors may deem advisable.

4. The post office address of the place at which the principal office of the Corporation in the State of Maryland will be located is 650 Summit Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Ronald M. Levitan, whose post office address is 3727 Elkader Road, Baltimore, Maryland 21218. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

5. The total amount of the authorized Capital stock of the Corporation is five thousand (5,000) shares at no par value.

6. 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 peremptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class not 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 therwise acquire such shares.

7. The Board of Directors may authorize the issuance from time to time of shares of its stock with or without par value of any class for such consideration as said Board of Directors may deem advisable. The Board of Directors shall, by resolution, state its opinion of the actual value of any consideration other than money for which it authorized shares of stock without par value to be issued.

8. The Board of Directors may classify or reclassify any unissued shares of Stock of the Corporation of any class now or hereafter authorized by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversation rights of, such shares.

9. No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this Corporation who is also a director or officer of such

other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction.

10. The Corporation shall have directors and the following named persons shall act as such until the first annual meeting or until their successors are duly chosen and have qualified: David C. Elliott and Susan T. Elliott. The Corporation may determine by its By-Laws the classification and number of its directors, which may from time to time be fixed at a number other than that named in this Charter but shall never be less than the minimum number required by applicable law.

11. A. Any person who is or has served as a Director or Officer of the Corporation, or at its request, of any other corporation, partnership, joint venture, trust or other enterprise, shall be idemnified and held harmless by the Corporation against any and all liabilities, cost and legal or other expense, including without limitation, fines, penalties, judgments, and amounts paid in settlement, reasonably incurred by or impressed upon such person in connection with or resulting from any claim, action, suit or proceeding, civil, criminal, administrative or investigative (other than action by or in the right of the corporation), in which such person may be or may become involved or with which such person may be threatened, as a party or otherwise, by reason of such

person's being or having been such a Director or Officer whether or not he continues to be such at the time such liabilities, costs and legal or other expenses shall have been incurred, provided, however, he acted in good faith in a manner 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. 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 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, and, with respect to any criminal proceeding or action, had no reasonable cause to believe his conduct was unlawful.

B. Any person who is or has served as a Director or Officer of the Corporation, or at its request, of any other corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified and held harmless by the Corporation against any and all expenses including costs and legal fees reasonably incurred by such person in connection with or resulting from the defense or settlement of any action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact of such person's being or having been such a Director or Officer, whether or not he continues to be such at the time such expenses

including costs and legal fees shall have been incurred, provided, however, he acted in good faith and in a manner he reasonably believed to be in good faith and in a manner he reasonably believed to be in and not opposed to he best interests of the Corporation. Such right of indemnification shall not apply, however, in relation to any claim, issue or matter as to which such person shall be finally adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation; provided the entry of a judgment or upon a plea of nolo contendere or its equivalent shall not, of iteself, be deemed a final determination of liability for negligence or misconduct.

C. The right of indemnification under A and B above shall be conditioned upon a determination with respect to any claim, action, suit, investigation or proceeding in which such person is adjudged to be liable to a person other than the Corporation or in which there is no final adjudication, that such person acted in good faith for a purpose he reasonably believed to be in the best interest of the Corporation, and in the case of criminal actions or proceedings, in addition, had no reasonable cause to believe that his conduct was unlawful; and with respect to any action, suit or proceeding in which such person is adjudged to have breached his duty to the Corporation that such person has no liability by reason of negligence or misconduct. Such a determinaton shall be made by a majority of the disinterested members of the Board of Directors, even if less than a quorum. If there are not at

least two (2) such members, the question shall be decided by written opinion of independent legal counsel to whom the matter shall be referred by the Board of Directors.

D. The right of indemnification herein provided shall not be exclusive of any other rights, to which any person may be entitled under any law, by-law, agreement, vote of disinterested directors or otherwise.

E. The executors, administrators and those interested in the estate of any person so indemnified shall be entitled to the benefit of such indemnity.

12. The power to make, alter and repeal by-laws of the Corporation shall be vested in the Board of Directors.

13. 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.

I have signed these Articles of Incorporation, acknowledging the same to be my act, on this 14th day of February, 1956.

ARTICLES OF INCORPORATION
OF
WOODSTOCK WOODWORKS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 14,1986 AT 08:56 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

9

RECORDED IN LIBER 2788, FOLIO 001658, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 26	$

D2079218 650

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196009

Received For Record May 21, 1986 at 1:26 o'clo9ck pm liber 35
Corporation Record

ARTICLES OF INCORPORATION

RECORD 5.00
A 3499CHCK 5.00
01986 5-21 P1:26

BRI - LYN, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John E. Clopper, Sr., whose post office address is 740 Westwood Street, Hagerstown, Maryland 21740, Irene E. Clopper, whose post office address is 740 Westwood Street, Hagerstown, Maryland 21740, and, Ellen M. Hudson, whose post office address is 27 Catawba Place, Hagerstown, Maryland 21740, all being at least (21) years of age, do under and by virtue of the State of Maryland authorizing the formation of corporation by execution and filing of these Articles.

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

BRI - LYN, INC.

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

(a) To engage in a general merchandising business.

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

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

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

(e) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including any of the aforesaid businesses), or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, of in accordance with the laws of the State of Maryland, stocks, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights processes, formulas, the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

60418320

(g) To purchase, or otherwise acquire, hold and reissue share of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any share of stock of, or any bonds, or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and holder of such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereupon a distribution of the assets, or a division of the profits of this Corporation, to distribute any share of stock, voting trust certificates, bonds or any other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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

The aforegoing enumeration of the purposes, objects, and limitations of the powers conferred upon the Corporation by the law, and is not intended by the mention of the particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The post office address of the principal office of the Corporation in this state is 824 Dual Highway, Hagerstown, Maryland 21740. The resident agent of the corporation is John E. Clopper, Sr. whose post office address is 740 Westwood Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have three (3) directors, John E. Clopper, Sr., Irene E. Clopper, and Ellen M. Hudson, shall act as such 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 are hereby empowered to authorize the issuance from time to time of share of its stock, with or with out par value, of any class, and securities, convertible into shares of stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or any other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the 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 of this Corporation, which shall authorized any such transaction, with like force and affect as if he were not such a director or

officer of such other corporation or not so interested.

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter wich may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change of terms shall be authorized by the holders of two-thirds of all such stock at the time outstanding, by a 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 stock of the Corporation, nor any right of subscription to any thereof other than such, if any, the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more preferences, from time to time before issuance of such shares, the preferences, rights, voting powers, restriction 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 these articles, to purchase, lease or otherwise acquire the business, assets, franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 7 day of February, 1986.

John E. Clopper Sr (SEAL)
John E. Clopper, Sr.

Irene E. Clopper (SEAL)
Irene E. Clopper

Ellen M. Hudson (SEAL)
Ellen M. Hudson

TEST:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 7th day of February, 1986, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John E. Clopper, Sr., Irene E. Clopper, and Ellen M. Hudson know to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation, and did acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICAL NOTARIAL SEAL.

Alfreda Butsky

Commission Expires

July 1, 1986

ARTICLES OF INCORPORATION
OF
BRI - LYN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 10,1986 AT 02:30 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2788, FOLIO 001070, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2078037 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 195913

Received For Record May 21, 1986 AT 1:27 o'clock pm liber 35

000343

ARTICLES OF INCORPORATION

OF

BEAVER CREEK CEMETERY ASSOCIATION , INC.

RECORD 5.00
A 3500CHCK 5.00
01986 5-21 P1:27

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 BEAVER CREEK CEMETERY ASSOCIATION, INC.

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

(A) To own, operate and manage the Beaver Creek Cemetery.

(B) To buy, sell, mortgage, and receive any property, real, personal or mixed; to execute contracts, deeds, mortgages, leases, agreements, and other instruments; to receive, to take title to, hold, and use the proceeds of stocks, bonds, obligations, and other funds in any form whatsoever.

(C) The Corporation is organized exclusively for charitable purposes within the contemplation of Section 501 (c)(3) of the Internal Revenue Code of 1954 and its corresponding statute in the State of Maryland. The Corporation is organized for non-profit purposes. No part of the assets or 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 to pay reasonable compensation for services rendered.

(D) These descriptions of the purposes of the Corporation are intended to be descriptive of its functions, and are not intended to limit the functions of the Corporation. The Corporation is authorized to carry out any lawful function.

FOURTH: The post office address of the principal office of the Corporation in this State is 28 East Lincoln Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Frank McKee, 28 East Lincoln Street, Hagerstown, Maryland 21740. Said resident agent is a citizen 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 Directors and qualifications

60388169

therefor 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 qualify are: Ralph Stotler, Charles Martin and Frank McKee.

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

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 5th day of February, 1986.

WITNESS:

Susan E. Baker

Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5th day of February, 1986, 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. Baker
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
BEAVER CREEK CEMETERY ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 07, 1986 AT 09:42 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2788, FOLIO 000342, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2077477 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 195840

Received For Record May 21, 1986 at 1:29 o'clock liber 35
Corporation Record

THOMPSON'S TOWING SERVICE, INC.

ARTICLES OF INCORPORATION

RECORD 5.00
A 350204OK 5.00
01986 5-21 P1:

FIRST: We, Sharon K. Shupp, whose post office address is 25 North Martin Street, Clear Spring, Maryland 21722, and Jeffrey L. Thompson, whose post office address is Route 1, Clear Spring, Maryland 21722, and Stephen D. Thompson, whose post office address is Route 1, Clear Spring, Maryland 21722, 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 THOMPSON'S TOWING SERVICE, INC.

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

(1) To tow, store, repair, buy and sell motor vehicles and parts therefor and all related activities; 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 Main Street, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State are Sharon K. Shupp, 25 North Martin Street, Clear Spring, Maryland 21722. 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 stock, with a par value of One Hundred ($100) 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, 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: Sharon K. Shupp, Jeffrey L. Thompson, and Stephen D. Thompson.

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 is hereby

empowered to authorize the issuance of 3,000 shares to Donald Edwin Thompson for all of the assets of the going business known as Thompson Towing Service.

(3) 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 rights or options to subscribe for, purchase or otherwise acquire such shares.

IN WITNESS WHEREOF, We have signed these Articles of Incor-

poration this 20th day of January, 1986, and we acknowledge the same to be our act.

Sharon K. Shupp

Sharon K. Shupp

Jeffrey L. Thompson

Jeffrey L. Thompson

Stephen D. Thompson

Stephen D. Thompson

ARTICLES OF INCORPORATION
OF
THOMPSON'S TOWING SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 05,1986 AT 10:11 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2788, FOLIO 000276 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 100	$ 20	$

D2077378 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 195830

Corporation Record

Received For Record May 21, 1986 at 1:30 o'clock pm liber 35

RECORD 5.00
A 3503CHCK 5.00
01986 5-21 P1:30

ARTICLES OF INCORPORATION

CHARLES R. McCLURE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Charles R. McClure, whose post office address is Route 2, Box 99, Boonsboro, Maryland 21713 and Sandra L. McClure, whose post office address is Route 2, Box 99, Boonsboro, Maryland 21713, 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 themselves 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:

CHARLES R. McCLURE, INC.

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

(a) To engage in a general merchandising business.

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

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

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

(e) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including any of the aforesaid businesses), or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, of in accordance with the laws of the State of Maryland, stocks, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights processes, formulas, the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

60418027

(g) To purchase, or otherwise acquire, hold and reissue share of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any share of stock of, or any bonds, or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and holder of such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereupon a distribution of the assets, or a division of the profits of this Corporation, to distribute any share of stock, voting trust certificates, bonds or any other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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

The aforegoing enumeration of the purposes, objects, and limitations of the powers conferred upon the Corporation by the law, and is not intended by the mention of the particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The post office address of the principal office of the Corporation in this state is Route 2, Box 99, Boonsboro, Maryland 21713. The resident agent of the corporation is Charles R. McClure, whose post office address is Route 2, Box 99, Boonsboro, Maryland 21713. Said resident agent is a citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have two (2) directors, Charles R. McClure and Sandra L. McClure, shall act as such 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 are hereby empowered to authorize the issuance from time to time of share of its stock, with or with out par value, of any class, and securities, convertible into shares of stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or any other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the 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 of this Corporation, which shall authorized any such transaction, with like force and affect as if he were not such a director or

officer of such other corporation or not so interested.

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter wich may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change of terms shall be authorized by the holders of two-thirds of all such stock at the time outstanding, by a 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 stock of the Corporation, nor any right of subscription to any thereof other than such, if any, the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more preferences, from time to time before issuance of such shares, the preferences, rights, voting powers, restriction and qualifications of, the dividends on, the times and prices of redemotion 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 these articles, to purchase. lease or otherwise acquire the business, assets, franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 17 day of Dec., 1985.

Charles R. McClure (SEAL)
Charles R. McClure

Sandra L. McClure (SEAL)
Sandra L. McClure

TEST:

Charles R. and Sandra L. McClure

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 17th day of December, 1985. before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Charles R. McClure and Sandra L. McClure know to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation, and did acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICAL NOTARIAL SEAL.

Barbara M. Wyant

Commission Expires

July 1, 1986

ARTICLES OF INCORPORATION
OF
CHARLES R. MCCLURE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 17, 1986 AT 09:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2787, FOLIO 2391, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2077089 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.

Ralph B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 195823

Received For Record May 21, 1986 at 1:32 o'clock pm liber 35
Corporation Record

ARTICLES OF INCORPORATION

METER ADVERTISEMENTS, INC.

RECORD 5.00
A 3504CHCK 5.00
01986 5-21 P1:32

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

FIRST: I, Gerald W. Spessard, whose post office address is 111 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Meter Advertisements, 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 provide advertising 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 111 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gerald W. Spessard, 111 West Washington 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 10,000 shares at $10.00 par value 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 Gerald W. Spessard.

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

30360270

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 31st day of January, 1986, and I acknowledge the same to be my act.

WITNESS:

Gerald W. Spessard

Gerald W. Spessard

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

I HEREBY CERTIFY, That on this 31st day of January, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gerald W. Spessard and acknowledged the aforegoing 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
METER ADVERTISEMENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 05, 1986 AT 10:40 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2787, FOLIO 1639, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2076008 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 195713

Received For Record May 21, 1986 at 2:00 o'clock pm liber 35

ARTICLES OF INCORPORATION

RICHARDS' TRAVEL CAREER INSTITUTE, INC.

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Arthur B. Richards, whose post office address is 1855 Fountainhead Road, Hagerstown, Maryland 21740, Constance Richards, whose post office address is 1855 Fountainhead Road, Hagerstown, Maryland 21740, and Charles W. Yates, whose post office address is 19 Homewood Avenue, Hagerstown, Maryland 21740, 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 themselves 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:

RICHARDS' TRAVEL AND CAREER INSTITUTE, INC.

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

(a) To engage in a general merchandising business.

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

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

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

(e) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including any of the aforesaid businesses), or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay for any such property, rights, business, contracts, goodwill, franchises or assets by the1issue, of in accordance with the laws of the State of Maryland, stocks, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights processes, formulas, the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

60318022

(g) To purchase, or otherwise acquire, hold and reissue share of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any share of stock of, or any bonds, or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and holder of such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereupon a distribution of the assets, or a division of the profits of this Corporation, to distribute any share of stock, voting trust certificates, bonds or any other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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

The aforegoing enumeration of the purposes, objects, and limitations of the powers conferred upon the Corporation by the law, and is not intended by the mention of the particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The post office address of the principal office of the Corporation in this state is 1201 Potomac Avenue, Hagerstown, Maryland 21740. The resident agent of the corporation is Arthur B. Richards, whose post office address is 1855 Fountainhead 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 the authority to issue is ten thousand (10,000) shares of the par value of ten dollars ($10.00) each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is one hundred thousand dollars ($100,000.00).

SIXTH: The Corporation shall have three (3) directors, Arthur B. Richards, Constance Richards, and Charles W. Yates. shall act as such 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 are hereby empowered to authorize the issuance from time to time of share of its stock, with or with out par value, of any class, and securities, convertible into shares of stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or any other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the 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 of this Corporation, which shall authorized any such transaction, with like force and affect as if he were not such a director or officer of such other corporation or not so interested.

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter wich may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change of terms shall be authorized by the holders of two-thirds of all such stock at the time outstanding, by a 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 stock of the Corporation, nor any right of subscription to any thereof other than such, if any, the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more preferences, from time to time before issuance of such shares, the preferences, rights, voting powers, restriction 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 these articles, to purchase, lease or otherwise acquire the business, assets, franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 28 day of January, 1986.

Arthur B. Richards (SEAL)

Constance Richards (SEAL)

Charles W. Yates (SEAL)

TEST:

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 28 day of January, 1986. before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Arthur B. Richards, Constance Richards, and Charles W. Yates know to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation, and did acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICAL NOTARIAL SEAL.

Commission Expires

July 1, 1986

ARTICLES OF INCORPORATION
OF
RICHARDS' TRAVEL AND CAREER INSTITUTE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 31,1986 AT 09:40 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2785, FOLIO 2304, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2073039 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 195326

Received For Record May 21 , 1986 at 2:04 o'clock pm
Corporation Record Liber 35

MURRAY'S GUN CENTER, INC.

ARTICLES OF INCORPORATION

RECORD 3.00
A 351500 5.00
01986 5-21 P2:0

FIRST: I, Jack Murray, whose post office address is 105 Sunset Avenue, Williamsport, Maryland 21795, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Murray's Gun Center, Inc.

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

(1) To be in the general business of a gun shop which would include but not be limited to the sale and repair of all types of fire arms and ammunition so long as such operations comply with all applicable federal and state laws and statutes applying to the sale, repair, and servicing of guns and ammunition. To do all business whatsoever that would be associated with the general business of a gun shop.

(2) To own, operate, and lease gas stations also known as service stations so that the Corporation may be in the general automotive repair business including but not limited to the sale of gasoline and all associated services and work that include those things that are related to an automotive service station. The Corporation shall also have the power to buy, sell, and lease real estate of any nature whatsoever to further its corporate goals.

1986 FEB -6 A 10: 35

(3) The Corporation shall have the general powers to be in the business of a pawn shop which will include but not be limited to the purchase of personal property and real property, the sale of personal property and real property, the loaning of money, taking personal and real property as assets, mortgaging and leasing real property. These powers shall all be effective as long as they are done within the perimeters of all applicable state and federal laws.

(4) To do anything permitted by Section 2-103 of the Corporation and Association 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 105 Sunset Avenue, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Jack Murray. 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.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

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

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

The name of the directors and sole stockholders of the Corporation who shall act as the directors of the Corporation until the first annual meeting or until their successor is duly chosen and qualified is: Jack Murray, President (50%); Phillip Murray, Vice President (25%); and Treasurer; and Jean Murray, Secretary (25%).

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the 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 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 "Idemnification Section"), as amended from time to time, shall have the same meaning as provided in the indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of January, 1986, and I acknowledge the same to be my act.

Jack Murray

Jack Murray

Phillip Murray

Phillip Murray

Jean Murray

Jean Murray

ARTICLES OF INCORPORATION
OF
MURRAY'S GUN CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 06,1986 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2787, FOLIO 1291, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2075364 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 195653

003402

595

Received For Record May 21, 1986 at 2:04 o'clock pm

Corporation Record Liber 35

RECORD 5.00
A 351CHCK 5.00
01936 5-21 P2:04

T & R Tire Center, Inc.
Articles of Revival

First: The name of the Corporation at time of the charter that was forfeited was T & R Tire Center, Inc.

Second: The name which the Corporation will use after revival is T & R Tire Center, Inc.

Third: The name and address of the resident agent is Mr. Robert E. Thompson, 314 Daycotah Avenue, Hagerstown, Maryland 21740.

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 show identification has been filed by the Corporation if its charter had not been forfeited.

(c) Paid all state and local taxes. Attached are copies of letters from the City of Hagerstown, and Washington County of all real and personal taxes paid due by the Corporation or which would have come due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is, 117 West Franklin Street, Hagerstown, Maryland 21740.

The undersigned who were respectively the last acting president and secretary of the Corporation severally acknowledge the Articles of Revival to be their act.

Robert E. Thompson Jr.
President

Russell W. Nelson
Secretary

1986 JAN -6 A 9:26

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Russell W. Robinson, Secretary of T & R TIRE CENTER, 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.

Russell W Robinson
Russell R. Robinson
(PRINT NAME BENEATH SIGNATURE)
Russell W. Robinson

I hereby certify that on 1-31-86 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for
Washington personally appeared
(insert name or county for which notary is appointed)
Russell W. Robinson 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

Lucille E. Lefler
(Signature of notary public)

My Commission expires 7-1-86.

60458205

ARTICLE OF REVIVAL

OF

T & R TIRE CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND February 14, 1986 AT 10:40 O'CLOCK a. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2788, FOLIO 003481, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20 5.00	$ 30

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

ZHJ

A 195603

Corporation Record
Received For Record May 21, 1986 at 2:05 o'clock pm liber 35
RECORD 5.00
A 3518CHCK 5.00
01986 5-21 P2:05

FOUR SEASONS R. V. SERVICE AND SALES, INC.

ARTICLES OF INCORPORATION

FIRST: We, William Rupar and Joanne Rupar, his wife, whose post office address is 1608 Virginia Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Four Seasons R. V. Service and Sales, Inc..

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

(1) To be in the business of selling, leasing, and servicing motor vehicles and recreational vehicles. The Corporation shall have the general power to do any activity whatsoever associated with the sales and servicing business as it relates to motor vehicles and recreational vehicles. The power of the Corporation shall include but not be limited to purchasing motor vehicles and recreational vehicles, leasing motor vehicles and recreational vehicles, servicing motor vehicles and recreational vehicles, selling motor vehicles and recreational vehicles, purchasing real estate, owning real estate, selling real estate, entering into leases for real estate both as lessee and lessor, and to enter into mortgage arrangements relative to real estate. The Corporation shall be authorized to do anything that would be in any way connected with sales and servicing of motor vehicles and recreational vehicles.

(2) To do anything permitted by Section 2-103 of the Corporation and Association 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 1608 Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is William Rupar. 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 (5000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

00018063

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

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

The name of the directors and sole stockholders of the Corporation who shall act as the directors of the Corporation until the first annual meeting or until his successor is duly chosen and qualified are: Joanne Rupar, President; William Rupar, Secretary and Treasurer.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the 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 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 "Idemnification Section"), as amended from time to time, shall have the same meaning as provided in the indemnification Section.

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

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

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 24 day of January, 1986, and we acknowledge the same to be my act.

William T. Rupar
William Rupar

Joanne Rupar
Joanne Rupar

ARTICLES OF INCORPORATION
OF
FOUR SEASONS R. V. SERVICE AND SALES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 31, 1986 AT 10:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 3785, FOLIO 2299, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID.	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2073021 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 195325

Corporation Record
Received For Record May 21, 1986 at 2:06 o'clock pm liber 35

RECORD 5.00
A 3519CHCK 5.00
01986 5-21 P2:06

ARTICLES OF INCORPORATION

OF

NEW DEAL TRUCK SERVICE CENTER, INC.

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

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Joseph A. Plumer, whose post office address is 5400A Kenilworth Avenue, Bladensburg, Maryland 20710, being over the age of 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 hereinafter called the "Corporation", is:

NEW DEAL TRUCK SERVICE CENTER, INC.

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

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

A. To repair gasoline and diesel-driven engines, automobiles, trucks, and other highway-driven motor vehicles for fees; to sell and exchange parts, accessories and implements for diesel and gasoline engines; and, to sell gasoline, diesel fuels, oil, and other engine lubricants and liquids; and, the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or other things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

B. To purchase, lease or otherwise acquire, all or any part of the property, (real and/or personal), rights, business, contracts, goodwill, 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, guaranty, and

assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, 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 stocks, bonds or other securities of the Corporation or otherwise.

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

E. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, 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.

F. 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 performed 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 enforced; the enumeration of certain powers as herein specificed not being intended to exclude any such powers, rights and privileges.

The aforegoing enumeration of purposes, objects and business of the Corporation is made in furtherance, and not

in limitation, of the powers conferred upon the Corporation by law, and 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 to all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FIFTH: The post office address of the place at which the principal office of the corporation in this State will be is: 441 South Potomac Street, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Joseph A. Plumer, whose post office address is Joseph A. Plumer, 5400A Kenilworth Avenue, Bladensburg, Prince Georges County, Maryland 20710. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 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 Hundred Thousand Dollars ($100,000.00). Each share of common stock shall be entitled to one vote for all purposes.

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

EIGHTH: The duration of the Corportion shall be purpetual.

NINTH: The Corporation may indemnify a present or former Director or Officer of the Corporation or any other corporate representative to the maximum extent permitted by and in accordance with §2-418 of the Corporations and

Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, in duplicate counterparts, this 17th day of January, 1986, and I acknowledge same to be my act.

WITNESS:

Sandra J. Davis Joseph A. Plumer
JOSEPH A. PLUMER

STATE OF Maryland, Prince George's COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17 day of January, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JOSEPH A. PLUMER, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my Hand and Official Notarial Seal.

Denise Marie Underwood
Notary Public

My commission expires: 7-1-86

THESE ARTICLES OF INCORPORATION WERE PREPARED BY: Michael L. Scales, Attorney at Law, of the firm of Askin, Pill, Scales & Burke, 1190 Mt. Aetna Road West, Hagerstown, Maryland 21740, an attorney admitted to practice before the Court of Appeals of Maryland.

Michael L. Scales
Michael L. Scales

ARTICLES OF INCORPORATION
OF
NEW DEAL TRUCK SERVICE CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 30, 1986 AT 12:31 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2785, FOLIO 2103, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2072676 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.

Gal B. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 195290

Corporation Record
Received For Record May 21, 1986 at 2:06 o'clock pm liber 35

RECORD 5.00
A 3520CHCK 5.00
01906 5-21 P2:0

ARTICLES OF INCORPORATION

OF

NEW DEAL TRUCK PARTS, INC.

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

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Joseph A. Plumer, whose post office address is 5400A Kenilworth Avenue, Bladensburg, Maryland 20710, being over the age of 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 hereinafter called the "Corporation", is:

NEW DEAL TRUCK PARTS, 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 said Corporation is formed and the business or objects to be carried on and promoted by it are as follows:

A. To sell and exchange parts, accessories and implements for diesel and gasoline engines; and, to sell gasoline, diesel fuels, oil, and other engine lubricants and liquids; and, the doing of any and all other business and contracting incidental thereto, or connected therewith, and the doing and performing of any and all acts or other things necessary, proper, or convenient for or incidental to the furtherance or the carrying out of the powers or purposes herein mentioned.

B. To purchase, lease or otherwise acquire, all or any part of the property, (real and/or personal), rights, business, contracts, goodwill, 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, guaranty, and assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, liabilities thereof,

60308077

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 stocks, bonds or other securities of the Corporation or otherwise.

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

E. To loan or advance money with or without security, without limit as to amount; and to borrow or raise money for any of the purposes of the Corporation and to issue bonds, debentures, notes or other obligations of any nature, and in any manner permitted by law, 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.

F. 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 performed 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 enforced; the enumeration of certain powers as herein specificed not being intended to exclude any such powers, rights and privileges.

The aforegoing enumeration of purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation

by law, and 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 to all particulars to the limitations relative to corporations which are contained in the General Laws of this State.

FIFTH: The post office address of the place at which the principal office of the corporation in this State will be is: 441 South Potomac Street, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Joseph A. Plumer, whose post office address is Joseph A. Plumer, 5400A Kenilworth Avenue, Bladensburg, Prince Georges County, Maryland 20710. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 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 Hundred Thousand Dollars ($100,000.00). Each share of common stock shall be entitled to one vote for all purposes.

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

EIGHTH: The duration of the Corportion shall be purpetual.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, in duplicate counterparts, this 17th day of January, 1986.

WITNESS:

Sandra J. Davis

Joseph A. Plumer
JOSEPH A. PLUMER

STATE OF Maryland, Prince George's COUNTY, to-wit:

I HEREBY CERTIFY, that on this 17 day of January, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared JOSEPH A. PLUMER, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my Hand and Official Notarial Seal.

Denise Marie Underwood
Notary Public

My commission expires: 7-1-86

THESE ARTICLES OF INCORPORATION WERE PREPARED BY: Michael L. Scales, Attorney at Law, of the firm of Askin, Pill, Scales & Burke, 1190 Mt. Aetna Road West, Hagerstown, Maryland 21740, an attorney admitted to practice before the Court of Appeals of Maryland.

Michael L. Scales
Michael L. Scales

ARTICLES OF INCORPORATION
OF
NEW DEAL TRUCK PARTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 30, 1986 AT 12:31 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2785, FOLIO 2097, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2072668 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 195289

Received for Record May 21, 1986 at 2:08 o'clock pm liber 35
Corporation Record

RECORD 5.00
A 3522CHCK 5.00
01986 5-21 P2:08

ARTICLES OF INCORPORATION

OF

KOLPARK CAR WASH SUPPLY, INC.

FIRST: I, John C. Wetzel, 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 (the "Corporation") is Kolpark Car Wash Supply, Inc.

THIRD: The purposes for which the Corporation is formed are (1) to engage in the acquisition, purchase, sale, transportation, and distribution of car wash supplies and related items at the wholesale and/or retail level, (2) to engage in any activities relating to the operation and management of the business of car wash supplies and related items distribution and (3) to engage in any other lawful business. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is Route 8, Box 48, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Hugh Schindel, Route 8, Box 48, 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.

SIXTH: The number of Directors of the Corporation shall be two (2) 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 Hugh Schindel and Rayetta Schindel.

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 31st day of January, 1986.

John C. Wetzel

John C. Wetzel

pft/JCW1/xx

ARTICLES OF INCORPORATION
OF
KOLPARK CAR WASH SUPPLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 31, 1986 AT 10:40 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2785, FOLIO 1889, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2072221 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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 195245

Received For Record May 21, 1986 at 2:13 o'clock pm liber 35
Corporation Record

WASHINGTON COUNTY COMMITTEE ON EMPLOYMENT
OF THE HANDICAPPED, INC.

RECORD 7.00
A 35240HCK 7.00
01986 5-21 P2:13

ARTICLES OF INCORPORATION

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:

WASHINGTON COUNTY COMMITTEE ON EMPLOYMENT
OF THE HANDICAPPED, 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

60308070

law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the ipinion 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 exercize 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 activiites 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) Among the educational and charitable purposes for which the Corporation is organized, as qualified and limited by the subparagraphs (a) and (b) of this Article THIRD are the following:

1. To promote awareness of the concerns of disabled persons.

2. To promote equal employment opportunity for disabled persons in the community.

FOURTH: The post office address of the principal office of the Corporation in this State is 311 Professional Arts Building, 5 Public Square, Hagerstown, Maryland, 21740.

The name and post office address of the Resident Agent of the Corporation in this State is PEGGY K. MARTIN, 30 Coffman 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 ten (10) which number may be increased or decreased

pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors (Governing Body), who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Peggy K. Martin
Cindy Mease
Carol Divelbliss
Janie Spielman
Harol Bible
Anne Wilson
Jim Ungvarsky

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 or statements), any political campaign on behalf of any candidate 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 (member of the Governing Body) 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 (member of the Governing Body) 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 (1) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or, (ii) an affirmative vote, at a duly constituted meeting of a majority of all votes cast by members of the Governing Body 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 December, 1985, and I acknowledge same to be my act.

Edward L. Kuczynski

STATE OF MARYLAND
WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY, that on this 19th day of December, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared EDWARD L. KUCZYNSKI, and he acknowledged the aforegoing 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
WASHINGTON COUNTY COMMITTEE ON EMPLOYMENT OF THE HANDICA
PPED, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 30, 1986 AT 09:42 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

10

RECORDED IN LIBER 8785, FOLIO 1696, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 28	$

D2072007 7.00

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 195223

Received For Record may 21, 1986 at 2:14 o'clock pm liber 35
Corporation Record
625
1986 JAN 29 P 3
RECORD 5.00
RECEIPT CHGE 5.00
01986 5-21 P2:14

MARY JO CANNON, M.D., P.A.
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, 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 MARY JO CANNON, M.D., P.A.

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 Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 160, Cascade, Maryland, 21719. The name and post office address of the Resident Agent for the Corporation in this State are Mary Jo Cannon, M.D., Route 1, Box 160, Cascade, Maryland, 21719. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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 name of the Director who shall act until the first annual meeting or until her successor is duly chosen and qualified is:

Mary Jo Cannon, M.D.

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:

60288035

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

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

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

3. With respect to:

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

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

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

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

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

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3rd day of January, 1986, and I acknowledge same to be my act.

Witness

Roger Schlossberg

ARTICLES OF INCORPORATION
OF
MARY JO CANNON, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 29,1986 AT 10:13 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2785, FOLIO 1369, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

02071546 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 D. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 195177

628 Received For Record May 21, 1986 at 2:14 o'clock pm
Corporation Record Liber 35

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

RECORD 5.00
3326CHCK 5.00
01986 5-21 P2:14

ARTICLES OF INCORPORATION

FIRST: I, Richard F. McGrory whose post office address is 100 West Washington Street, Suite 208, Hagerstown, Washington County, 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 Olympia Confectioneries, 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 selling ice cream, food delicacies, assorted candies and related items.

(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 1879 Pennsylvania Avenue, Hagerstown, Washington County, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is Richard F. McGrory, 100 West Washington Street, Suite 208, Hagerstown, Washington County, Maryland. 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, having a par value of One Hundred Dollars ($100) per share with an aggregate par value of One Hundred Thousand Dollars ($100,000).

The Corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than five (5) persons. Stock shall be issued and

60288111

transferable only to natural persons who are not nonresident aliens.

SEVENTH: The number of Directors shall be four (4) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Will G. Pananes, Deborah A. Pananes, Billie P. Rorres and Maratha P. Skiadas.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of December, 1985, and I acknowledge the same to be my act and deed.

Richard F. McGrory

ARTICLES OF INCORPORATION
OF
OLYMPIA CONFECTIONERIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 28, 1986 AT 10:38 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2785, FOLIO 1317, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2071470 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 195170

Received For Record May 21, 1986 at 2:15 o'clock pm liber 35
Corporation Record

ARTICLES OF INCORPORATION

WHITE OAK REALTY, INC.

RECORD 5.00
A 35270HCK 5.00
01986 5-21 P2:1

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

FIRST: I, John Sytch, whose post office address is RD #2, Box 351, Hagerstown, Maryland 21470, 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 White Oak Realty, 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 real estate 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 RD #2, Box 351, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John Sytch, RD #2, Box 351, 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 at $100.00 par value 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 John Sytch.

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

00370319

(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 21st day of January, 1986, and I acknowledge the same to be my act.

WITNESS:

John Sytch

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

I HEREBY CERTIFY, That on this 21st day of January 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John Sytch and acknowledged the aforegoing 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
WHITE OAK REALTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 27,1986 AT 10:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2785, FOLIO 1139, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2071181 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.

Gail B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 195141

Received For Record May 21, 1986 at 2:15 o'clock pm liber 35
Corporation Record

WACHS, BOONE, GOERL & BANNON, P.A.

ARTICLES OF AMENDMENT

RECORD 5.00
A 3528CHCK 5.00
01986 5-21 P2:15

Wachs, Boone, Goerl & Bannon, P.A., a Maryland corporation having its principal office in Hagerstown, Maryland, hereinafter called the "Corporation", hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended 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 Wachs, Boone & Bannon, P.A.

SECOND: The Amendment of the Charter of the Corporation as hereinabove set forth has been duly advised by the Board of Directors and approved by the Stockholders of the Corporation.

IT WITNESS WHEREOF, Wachs, Boone & Bannon, P.A. has caused these presents to be signed in its name and on its behalf by its President or one of its Vice-Presidents and attested by its Secretary or one of its Assistant Secretaries on 1/17, 1986.

ATTEST:

W. Kennedy Boone, III, Esq.
Secretary

WACHS, BOONE & BANNON, P.A.

BY: Ernest V. Wachs
Ernest V. Wachs, Esq.
President

The undersigned, President (or Vice-President) of Wachs, Boone & Bannon, P.A., who executed on behalf of said

00268262
00268263

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.

Ernest V. Wachs

Ernest V. Wachs, Esq.
President

ARTICLES OF AMENDMENT

OF

WACHS, BOONE, GOERL & BANNON, P.A.

Changing its name to

WACHS, BOONE & BANNON, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND February 5, 1986 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2787, FOLIO 244, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID.	SPECIAL FEE PAID:
$	$ 20.00	$
	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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

MLA

A 195121

Received For Record May 21, 1986 at 2:16 o'clock pm
Corporation Record Liber 35

ARTICLES OF INCORPORATION

OF

COTTON ART, INC.

1985 JAN 23 A 9:59

RECORD 5.00
A 35300CHCK 5.00
01986 5-21 P2:1

THIS IS TO CERTIFY:

FIRST: I, the undersigned, James S. McLeod, whose post office address is 970 Noland Drive, 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 Cotton Art, Inc.

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

The retail and wholesale sales and custom printing of apparel.

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.

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN MARYLAND

60238139

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 Grice Building, c/o George E. Snyder, Jr., 28 Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George E. Snyder, Jr., 28 Jonathan Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of 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 three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualifed are: James S. McLeod and George E. Snyder, Jr.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities

convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 20th day of January, 1986.

WITNESS:

Donna M. Myers

James S. McLeod

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

I HEREBY CERTIFY, that on this 20th day of January, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James S. McLeod, and acknowledged the execution of the aforegoing 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

640

ARTICLES OF INCORPORATION
OF
COTTON ART, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 23, 1986 AT 09:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2784, FOLIO 1512, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2069722

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 194909

Received For Record May 21, 1986 at 2:16 o'clock pm liber 35

ARTICLES OF INCORPORATION

OF

UNIQUE RESOURCE GROUP, INC.

RECORD 5.00
A 353CHCK 5.00
01986 5-21 P2:1

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Mark Gross, whose post office address is 5-B Maple Avenue, 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 Unique Resource Group, Inc.

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

Consulting, design and development services for hospitality industry.

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.

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

60248294

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 Grice Building, c/o George E. Snyder, Jr., 28 Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is George E. Snyder, Jr., 28 Jonathan Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of 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 three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualifed are: Mark Gross and George E. Snyder, Jr.

SEVENTH: The board of directors of the Corporation is hereby empowered to authorize the issuance of shares of its stock of any class, from time to time, whether now or hereafter authorized, or securities

convertible into shares of its stock or any class or classes, whether now or hereafter authorized.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of January, 1986.

WITNESS:

Donna M Myers

Mark D Gross
Mark Gross

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

I HEREBY CERTIFY, that on this 21st day of January, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mark Gross, and acknowledged the execution of the aforegoing 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
UNIQUE RESOURCE GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 24, 1986 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2784, FOLIO 1458, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID	RECORDING FEE PAID	SPECIAL FEE PAID
$ 20	$ 20	$

D2069649

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 194901

eceived For Record May 21, 1986 at 2:19 o'clock pm liber 35 Corporation Record

RECORD 5.00
A 3532CHCK 5.00
01956 5-21 P2:19

POTOMAC CLEANING SYSTEMS, INC.

ARTICLES OF INCORPORATION

FIRST: We, Michael R. Ford, whose address is 286 Dill Avenue, Frederick, MD 21701 and William G. Blazes, Jr., whose address is Route 4, Box 241, Rainbow Avenue, Smithsburg, MD 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 POTOMAC CLEANING SYSTEMS, INC.

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

(1) Cleaning and building maintenance of residential, commercial and industrial facilities.

FOURTH: The address of the principal office of the Corporation in this State is Route 4, Box 241, Rainbow Avenue, Smithsburg, MD 21783. The name and address of the resident agent of the Corporation in this State is William G. Blazes, Jr., Route 4, Box 241, Smithsburg, MD 21783. Said resident agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be FOUR (4), which number may be increased or decreased pursuant

to the By-Laws of the Corporation, but shall never be less than three (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 is less than three (3) stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

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

Michael R. Ford
Francis R. Ford
William G. Blazes, Jr.
William G. Blazes, Sr.

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

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

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

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

(4) The Board of Directors shall have power, if authorized by the By-Laws, to designate by resolution or resolutions adopted by a majority of the whole Board of Directors, one or more committees, each committee to consist of two or more of the Directors of the Corporation, which, to the extent provided in said resolutions or in the By-Laws of the Corporation and permitted by the Corporations and Associations Article of the Annotated Code of Maryland shall have and may exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the Corporation, and shall have power to authorize the seal of the Corporation to be affixed to all instruments and documents which may require it.

(5) If the By-Laws so provide, the Board of Directors of the Corporation shall have power to hold its meetings, to have an office or offices and, subject to the provisions of the Corporations and Associations Article of the Annotated Code of the State of Maryland, to keep the books of the Corporation, outside of said State at such place or places as may from time to time be designated by it.

(6) The Board of Directors shall have power to borrow or raise money, from time to time and without limit, and upon any terms, for any corporate purposes; and, subject to the Corporations and Associations Article of the Annotated Code of Maryland to authorize the creation, issue, assumption or guaranty of bonds, notes or other evidences of indebtedness for moneys so borrowed, to include therein such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine and to secure the payment of principal, interest or sinking fund in respect thereof by mortgage upon, or the pledge of, or the conveyance or assignment in trust of, the whole or any part of the properties, assets and good will of the Corporation then owned or thereafter acquired.

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

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

(8) 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 advise of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

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

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

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

(iv) 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;

(v) 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

(vi) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation.

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, subscribed 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 of otherwise acquire such shares.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 2nd day of January, 1986, and we acknowledge the same to be our act.

Michael R. Ford
Michael R. Ford

William G. Blazes
William G. Blazes, Jr.

ARTICLES OF INCORPORATION
OF
POTOMAC CLEANING SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 17, 1986 AT 10:04 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2782, FOLIO 2196, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2065985 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 194436

Receive For Record May 21, 1986 at 2:19 o'clock pm liber 35

WASHINGTON COUNTY HOSPITAL

AUXILIARY, INC.

ARTICLES OF AMENDMENT

RECORD 5.00
A 353336CHCK 5.00
01986 5-21 P2:19

The Washington County Hospital Auxiliary 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 Articles Third and Eighth and inserting in lieu thereof the following:

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

To cooperate with and assist in the work of THE WASHINGTON COUNTY HOSPITAL ASSOCIATION, INC. hereinafter referred to as Hospital and to interpret the Hospital to the community.

Said Corporation is organized exclusively for charitable, and educational purposes including making distributions to the Hospital and other organizations so long as the Hospital and such other organizations qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

To supplement medical staff, nursing staff, administrative staff and other hospital personnel in making the Hospital patient's stay in the Hospital more comfortable and pleasant.

EIGHTH: The Corporation may in accordance with its By-laws raise funds by dues or assessments or by activities for the stated purposes of the Corporation but no part of its earnings, property and assets shall ever enure to the benefit of any officer, director, trustee or member of the Corporation, 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. All of the property and assets of the Corporation, when and as acquired, shall be held for the use and benefit of the Hospital or other organizations affiliated with or related to the Hospital so long as the Hospital and such other organizations qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code or coresponding section of any future tax code. 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 under federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. In the event of the formal dissolution of the Corporation, assets, if any, shall be paid over, transferred, assigned and delivered to the Hospital or other organization providing that the Hospital or other organization is exempt within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SECOND: These amendments to the Charter of the Corporation herein made were duly approved by the affirmative vote of a majority of the entire Board of Directors of the Corporation at a meeting duly convened and held on December 19th , 1985, and a resolution adopted thereat declaring said amendments to be advisable and directing that the same is submitted to a duly called meeting of the Members of the Corporation.

THIRD: That a meeting of the Members of the Corporation was duly convened and held on January 8th , 1986, and the amendments to the Charter of the Corporation herein made were duly approved and adopted in conformity with the Charter and By-laws of the Corporation by the affirmative vote of at least two-thirds of the Members of the Corporation present.

IN WITNESS WHEREOF, The Corporation has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attested by its Secretary this day of , 198 .

(CORP. SEAL)

WASHINGTON COUNTY HOSPITAL
AUXILIARY, INC.

BY: Jane M. Rogers
President

ATTEST: Susan K. Fiedler
Secretary

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit,

I HEREBY CERTIFY, That on this 20th day of Jan. A.D. 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Jane M. Rozes President of The Washington County Hospital Auxiliary Inc., a Maryland nonstock corporation, and in the name and on behalf of said Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of said Corporation; and at the same time personally appeared Susan Fiedler, Secretary and made oath in due form of law that she was Secretary of the meeting of Members of the Corporation at which the amendments of the Charter of the Corporation herein set forth were approved and that the matters and facts set forth in said Articles of Amendment are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Patricia L. Frey

Notary Public

My Commission expires on July 1, 1986.

ARTICLES OF AMENDMENT

OF

WASHINGTON COUNTY HOSPITAL AUXILIARY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND January 23, 1986 AT 10:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2784, FOLIO 2843, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

MLA

A 194401

Received for Record: May 21, 1986 at 2:20 p.m.
Corporation Record Liber 35

AGRICULTURAL AND MECHANICAL ASSOCIATION OF WASHINGTON COUNTY

RECORD 5.00
A 35331 CHCK 5.00
05/86 5-21 P2:20

ARTICLES OF VOLUNTARY DISSOLUTION

MAY 13 PM 35

Agricultural and Mechanical Association of Washington County, 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 419 North Mulberry 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: Lewis M. Renner, 1400 Oak Hill Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

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

Lewis M. Renner	1400 Oak Hill Avenue Hagerstown, Md., 21740
Frank C. Downey	Rt. #1, Box 221 Williamsport, Md., 21795
Kenneth M. Green	820 Park Road Hagerstown, Md., 21740
Edwin H. Miller	82 West Washington Street Hagerstown, Md., 21740
Robert F. Clark	1018 The Terrace Hagerstown, Md., 21740
Robert G. Davenport	Byrd Road Clear Spring, Md., 21722
C. Richard Grimm	122 Cherry Tree Lane Williamsport, Md., 21795
Layman Toms	Boonsboro, Md., 21713

00136661

Susan F. Bester	939 Forrest Drive Hagerstown, Md., 21740
Seth K. Schnebly	Route #3, Clear Spring, Md., 21722
Frank Artz	Route #3, Box 125 Hagerstown, Md., 21740
John S. Shank	Route #3, Hag., Md., 21740
Gerald W. Cunningham	Route #2, Hag., Md., 21740
Porter Hemphill	2317 Linden Drive Hag., Md., 21740

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

Name	Title	Address
Lewis M. Renner	President	1400 Oak Hill Avenue Hagerstown, Md., 21740
Frank C. Downey	Vice-President	Route #1, Box 221 Williamsport, Md., 21795
Kenneth M. Green	Secretary-Treasurer	820 Park Road Hagerstown, Md., 21740
Edwin H. Miller	Assistant Secretary	82 West Washington St. 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 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, Agricultural and Mechanical Association of Washington County 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 Assistant Secretary on this 30th day of September, 1985.

ATTEST TO SIGNATURE
AND CORPORATE SEAL:

Assistant Secretary

AGRICULTURAL AND MECHANICAL
ASSOCIATION OF WASHINGTON COUNTY

BY: Lewis M. Renner
Lewis M. Renner
President

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

I HEREBY CERTIFY, That on this 30th day of September, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lewis M. Renner, President of Agricultural and Mechanical Association of Washington County, a Maryland corporation, and in the name and on behalf of said corporation acknowledged the aforegoing Articles of Dissolution to be the corporate act of said corporation; and at the same time also personally appeared Edwin H. Miller, 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.

Pamela S. Ambrose
Notary Public

My Commission Expires:
July 1, 1986

CITY OF HAGERSTOWN
MARYLAND
21740

Office of the City Treasurer (301) 790-3200 ext. 153

December 17, 1985

Agricultural and Mechanical Association
of Washington County
P.O. Box 1269
Hagerstown, MD 21740

Sir:

I, Stephen Wolfensberger, Treasurer and Tax Collector of the city of Hagerstown, Maryland, do certify that all outstanding personal property taxes due this municipality have been paid by and for the corporation Agricultural and Mechanical Association of Washington County.

Sincerely,

Stephen Wolfensberger

Stephen Wolfensberger,
Treasurer and Tax Collector

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
~~LEONA H. HOLMES, Dep. A. Treasurer~~
~~HELEN B. LEWIS, Deputy Treasurer~~

September 17, 1985

RE: Agricultural & Mechancial Assoc. of Wash. Co.

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

Agricultural & Mechancial Assoc. of Wash. Co.

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

Witness the hand and seal of Harry C. Snook, County Treasurer for Washington County, this 17th day of September, 1985.

Harry C. Snook

Harry C. Snook,
Treasurer for Washington County,
Maryland

mt

660

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

AGRICULTURAL & MECHANICAL ASSOCIATION OF WASHINGTON COUNTY

have been paid.

WITNESS my hand and official seal this

4th day of DECEMBER A.D. 1985.

Ellen T. Thompson

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

PS-409

ARTICLES OF DISSOLUTION

OF

THE AGRICULTURAL AND MECHANICAL ASSOCIATION OF WASHINGTON COUNTY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND January 13th, 1986 AT 12:35 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

7

RECORDED IN LIBER 2785, FOLIO 943, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 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.

Dean W. Fletcher

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 194373

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:42 A.M. CORPORATION LIBER 35

RECORD 5.00
B 3587CHCK 5.00
01986 5-22 A9:42

MACKERT, LTD.

ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer are entered into this 2nd day of December, 1985 by and between Mackert, Ltd., a Maryland corporation (hereinafter sometimes referred to as "Transferor") and Jane Malik Anderson, Inc., a Maryland corporation (hereinafter sometimes referred to as "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its assets and property to Transferee, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of the Transferee: Jane Malik Anderson, Inc., 815 Forrest Drive, Hagerstown, Maryland.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows: Transferor is Mackert, Ltd., a corporation duly organized under the laws of the State of Maryland. Transferee is Jane Malik Anderson, Inc., a corporation duly organized under the laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transfered is Twenty Five Thousand ($25,000.00) Dollars to be paid to Transferor in accordance with the terms and conditions set forth in an Agreement of Sale dated October 8, 1985 by and between Transferor and Transferee.

55438330

FIFTH: The principal office of Transferor is 8 1/2 West Franklin Street, Hagerstown, Washington County, Maryland. Transferor owns no real property in the state of Maryland.

SIXTH: The location of the principal office of Transferee in the State of Maryland is 815 Forrest Drive, Hagerstown, Md. Transferee owns no real property in the state of Maryland.

SEVENTH: The Board of Directors of Transferor 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 of the assets of the Transferor as herein set forth is advisable and directing that these Articles of Sale and Tranfer 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: The Board of Directors of Transferee 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 of the assets of the Transferee as herein set forth is advisable and directing that these Articles of Sale and Tranfer be submitted for action thereon by the stockholders of Transferee 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 of 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.

NINTH: In consideration of the payment to Transferor of the sum of Twenty Five Thousand ($25,000.00) Dollars in accordance with the terms and conditions of the Agreement of Sale as recited in paragraph FOURTH, infra, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns those assets as are more particularly described in said Agreement of Sale.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by

Transferor and Transferee, both Maryland corporations, 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, Mackert, Ltd. and Jane Malik Anderson, Inc., parties to these Articles of Sale and Transfer, respectively as Transferor and Transferee, have caused these Articles of Sale and Transfer to be executed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its President, attested to by its Secretary as of the 2nd day of December, 1985.

Attest: MACKERT, LTD.

Secretary By: President

Attest: JANE MALIK ANDERSON, INC.

Secretary By: President

The Undersigned, President of Mackert, 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 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 acts set forth therein, with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Charles L. Mackert
President

The Undersigned, President of Jane Malik Anderson, 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 her knowledge, information and belief, the matters and acts set forth therein, with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Jane Malik Anderson
President

ARTICLES OF SALE AND TRANSFER

BETWEEN

MACKERT, LTD. (MD CORP.) TRANSFEROR

AND

JANE MALIK ANDERSON, INC. (MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 9, 1985 AT 3:30 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2769, FOLIO 1310, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$
Cert. of Trans., Corp. rcds., Wash. Co.	4.00 5.00	
	24.00	

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 191037

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:42 A.M. CORPORATION LIBER 35

ARTICLES OF MERGER

RECORD 5.00
B 35SSCHOK 5.00
01986 5-22 A9:42

OF

WARREN PRESS, INC.
(a Maryland corporation)

AND OF

REGENCY THERMOGRAPHERS OF CALIFORNIA, INC.
(a California corporation)

FIRST: Warren Press, Inc. and Regency Thermographers of California, Inc., being the corporations which are the parties to these Articles of Merger, do hereby agree to effect a merger of said corporations upon the terms and conditions herein set forth:

SECOND: The name of the corporation to be merged into the successor corporation is Warren Press, Inc. (hereinafter sometimes called the "Merging Corporation"), which is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law with its principal office in the State of Maryland located in Hagerstown, Washington County, Maryland, and the corporate existence of which will cease upon the effective date of the merger in accordance with the provisions of the Maryland General Corporation Law.

The Merging Corporation does not own an interest in land in the State of Maryland.

THIRD: The name of the successor corporation is Regency Thermographers of California, Inc. (hereinafter called the "Surviving Corporation"), which is a corporation incorporated on September 11, 1957 in the State of California under the general corporation law in said state, and which will continue its corporate existence under its present name, pursuant to the general laws of the State of California.

The location of the principal office of the Surviving Corporation in the place of its organization is 15041 Calvert Street, Van Nuys, California 91409.

The Surviving Corporation does not have a principal office in the State of Maryland.

The name and address of the resident agent of the Surviving Corporation in the State of Maryland is: The Prentice-Hall Corporation System, Maryland at 929 N. Howard St., Baltimore, MD. 21201

The Surviving Corporation intends to qualify to do intrastate business in the State of Maryland as a foreign corporation on or prior to the effective date of the merger.

FOURTH: No amendments to the charter of the Surviving Corporation are to be effected as part of the merger.

FIFTH: The authorized share structure of each of the corporations which is a party to these Articles of Merger at the time of execution thereof is as follows:

	Merging Corporation	Surviving Corporation
Total number of shares of all classes:	200	3,000
Number and par value of shares of each class:	None	None
Number of shares without par value of each class:	200	3,000
Aggregate par value of all shares with par value:	None	None

SIXTH: Each issued share of stock of the Merging Corporation shall, upon the effective date of the merger, be surrendered and extinguished. The shares of stock of the Surviving Corporation shall not be converted, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of stock of the Surviving Corporation.

SEVENTH: The terms and conditions of the merger herein set forth were advised, authorized, and approved by the Merging Corporation in the manner and by the vote required by its charter and the provisions of the Maryland General Corporation Law, and the said merger was approved in the manner hereinafter set forth.

EIGHTH: The merger was duly advised by the Board of Directors of the Merging Corporation in the following manner: the Board of Directors of the Merging Corporation adopted a resolution declaring that the merger of the Merging Corporation into the Surviving Corporation is advisable on substantially the terms and conditions set forth in or referred to in said resolution. Said resolution of the Board of Directors was adopted by a written consent signed on December 9, 1985 by all of the members of the Board of Directors without a meeting.

NINTH: The merger and the aforesaid terms and conditions were duly approved by the stockholders of the Merging Corporation in the following manner: all of the shareholders entitled to vote thereon approved the same without a meeting by a written consent signed by them.

TENTH: The terms and conditions of the merger herein set forth were duly advised, authorized, and approved, in respect of the Surviving Corporation, in the manner and by the vote required by the charter of said corporation and by the laws of the State of California, which is the state of incorporation of the Surviving Corporation.

ELEVENTH: The effective date of the merger, insofar as the provisions of the Maryland General Corporation Law govern such effective date, shall be December 31, 1985.

IN WITNESS WHEREOF, these Articles of Merger are hereby signed for and on behalf of the Merging Corporation by its President, who does hereby acknowledge that said Articles of Merger are the act of the Merging Corporation, and who does hereby state under the penalties of perjury that the matters and facts set forth therein with respect to authorization and approval of said merger are true in all material respects to the

2755 3247

best of his knowledge, information, and belief; and these Articles of Merger are hereby signed for and on behalf of the Surviving Corporation by its President, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who does hereby state under the penalties of perjury that the matters and facts stated therein with respect to authorization and approval of said merger are true in all material respects to the best of his knowledge, information, and belief.

WARREN PRESS, INC.

By: Martin R. Lewis
Martin R. Lewis, President

ATTEST: John E. Slough
John E. Slough, Secretary

Dated: December 9, 1985

REGENCY THERMOGRAPHERS OF CALIFORNIA, INC.

By: Martin R. Lewis
Martin R. Lewis, President

ATTEST: John E. Slough
John E. Slough, Secretary

Dated: December 9, 1985

2753 2244

ARTICLES OF MERGER

MERGING

WARREN PRESS, INC. (MD CORP.)

INTO

REGENCY THERMOGRAPHERS OF CALIFORNIA, INC. (CA CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DEC. 17, 1985 AT 2:59 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.
Effective: 12/31/85

RECORDED IN LIBER 2769 , FOLIO 2241 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 191521

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:43 A.M. CORPORATION LIBER 35

RECORD 6.00
B 35870HOX 6.00
01986 5-22 49:43

TRI-STATE PRINTING, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

TRI-STATE PRINTING, 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 (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 to remove the Statement of Election to be a close corporation and from and after the date of acceptance of these Articles of Amendment and Restatement by the Department, Article THIRD of the Charter, heretofore setting forth such Statement of Election, is hereby deleted in its entirety.

THIRD

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

"FIRST: The name of the Corporation is:

TRI-STATE PRINTING, INC.

"SECOND: The purposes for which the Corporation is formed are:

(1) To carry on the businesses of commercial printers, engravers, publishers, book and print sellers, bookbinders, and art journalists, in all their branches; to carry on the businesses of newspaper and magazine proprietors, news agents, journalists, literature agents and stationers, in all their branches; to carry on the businesses of manufacturers and distributors of and dealers in engravings, prints, pictures, drawings and any written, engraved, painted or printed productions, in all their branches; to carry on the businesses of advertising agents, advertisement contractors, and designers of advertisements, in all their

59828341

branches; to carry on the businesses of paper makers, and printing and other ink manufacturers, in all their branches.

(2) To engage in any other lawful purposes 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.

"THIRD: The current post office address of the principal office in this State is 1 West Green Street, Funkstown, Maryland 21734. The name and post office address of the Resident Agent of the Corporation in this State are Donald G. Anderson, 240 North Prospect Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

"FOURTH: The total number of shares of stock of all classes which the Corporation has authority to issue is twelve thousand (12,000) shares having an aggregate par value of one hundred eighty-eight thousand dollars ($188,000), divided into ten thousand (10,000) shares of Common stock of the par value of one dollar ($1.00) per share having an aggregate par value of ten thousand dollars ($10,000) and two thousand (2,000) shares of Preferred stock of the par value of eighty-nine dollars ($89.00) per share having an aggregate par value of one hundred seventy-eight thousand dollars ($178,000). A description of each class of stock of the Corporation with the preferences, voting powers, dividends, qualifications, restrictions, and other rights is as follows:

(a) Voting Powers.

With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of 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 Preferred stock shall have no voting power whatsoever, and no holder of Preferred stock shall vote on or other wise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

(b) Dividends.

(1) The holders of the Preferred stock shall be entitled to receive from the surplus and net profits of the Corporation, when and as declared by the Board of Directors, dividends at the rate of eight dollars ($8.00) per annum per share,

2769 2582

and no more, payable in equal quarterly amounts on March 31, June 30, September 30, and December 31, in preference and priority to the payment of any dividend on any other class of stock. Such dividends on the Preferred stock shall be non-cumulative.

(2) If, in any quarter of a fiscal year, dividends are declared and paid in full on the Preferred stock, then and only then may the Board of Directors of the Corporation declare and pay in the same quarter of such fiscal year to the holders of the Common stock dividends out of the remaining net surplus and net profits, or out of any other legal source, of the Corporation.

(c) Preferences Upon Liquidation. In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation (whether voluntary or involuntary):

(1) The holders of the issued and outstanding shares of the Preferred stock shall be entitled to receive out of the assets available for distribution, before any distributions to the holders of any other class of stock, a sum equal to eighty-nine dollars ($89.00) per share, plus any declared but unpaid dividends for each such share of Preferred stock.

(2) The holders of the issued and outstanding shares of the Common stock shall be entiled to receive the remaining assets and share in them pro rata.

"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), except that at any time when 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 current directors who shall act until their successors are duly chosen and qualified are Donald G. Anderson, Wiliam C. Wantz, and Peter R. Wright.

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

(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.

2753 2583

(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, the dividends on, the time and prices of redemption of, and the conversion rights of, such shares.

(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 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.

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

"EIGHTH: The Corporation shall provdide any indemnification required by the laws of Maryland, and shall indemnify directors, officers, agent and employees as follows:

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

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is

2765 2684

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

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) or (2) of this Article or in defense of any claim, issue, or matter therein, he or she 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.

(4) Any indemnification under paragraphs (1) and (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 circumstances because he or she has met the applicable standard of conduct set forth in paragraphs (1) or (2) of this Article. 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

2763 2685

Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

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

(7) Any indemnification pursuant to this Article 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.

"NINTH: The duration of the Corporation shall be perpetual."

FOURTH

(a) The total number of shares of stock of the Corporation heretofore authorized was ten thousand (10,000) shares of the par value of ten dollars ($10.00) per share, all of one class, having an aggregate par value of one hundred thousand dollars ($100,000).

(b) The total number of shares of stock of all classes of the Corporation authorized, as increased, is twelve thousand (12,000) shares having an aggregate par value of one hundred eighty-eight thousand dollars ($188,000), divided into ten thousand (10,000) shares of Common stock of the par value of one dollar ($1.00) per share having an aggregate par value of ten thousand dollars ($10,000) and two thousand (2,000) shares of Preferred stock of the par value of eighty-nine dollars ($89.00) per share having an aggregate par value of one hundred seventy-eight thousand dollars ($178,000). A description of each class of stock of the Corporation with the preferences, voting powers, dividends, qualifications, restrictions, and other rights is contained in Article FOURTH of the Charter as amended and restated in Article THIRD hereof.

FIFTH

After the effective date of the amendment contained in Article THIRD hereof, each holder of an outstanding certificate or certificates representing shares of the Corporation's capital stock heretofore issued shall surrender the same to the

2769 3686

Corporation and shall receive for each such share of capital stock in exchange therefor, at the holder's option, certificates representing either:

(i) one (1) share of Common stock, or

(ii) one (1) share of Preferred stock.

Upon the surrender and exchange of the Corporation's capital stock previously authorized and issued, all such capital stock then held by the Corporation shall be cancelled.

SIXTH

By written informal action, unanimously taken by the Board of Directors of the Corporation pursuant to Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation approved this Amendment and Restatement of the Articles of Incorporation of the Corporation. By written informal action, unanimously taken by the stockholders of the Corporation pursuant to Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation approved this Amendment and Restatement of the Articles of Incorporation of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on the 11th day of December, 1985, and the President acknowledges that these Articles of Amendment and Restatement are the act and deed of the Corporation, and under the penalties of perjury, that the matters 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:

Becky Marie Eyler

Becky Marie Eyler, Secretary

TRI-STATE PRINTING, INC.

By: Donald G. Anderson

Donald G. Anderson, President

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

TRI - STATE PRINTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DEC. 18, 1985 AT 12:24 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2769, FOLIO 2680, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 24.00 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • 1632

A 191528

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:44 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

TRI-STATE BEVERAGES, INC.

RECORD 5.00
B 35906SOK 5.00
01986 5-22 A9:44

THIS IS TO CERTIFY:

FIRST: We, the undersigned, William A. Roese, whose post office address is 1016 Spruce Street, Hagerstown, Maryland 21740, and Forrest H. Corry, Jr., whose post office address is 29 Nancy Place, #5, Gaithersburg, Maryland 20877, 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 Tri-State Beverages, Inc.

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

The sales of bottled water, both retail and wholesale.

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.

55360104

3755 0077

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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 1016 Spruce Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is William A. Roese, 1016 Spruce Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of 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 three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualifed are William A. Roese and Forrest H. Corry, Jr.

2763 0073

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 9th day of December, 1985.

WITHESS:

Rebecca J. Roese — William A. Roese
William A. Roese

Ruth M. Sayre — Forrest H. Corry, Jr.
Forrest H. Corry, Jr.

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

I HEREBY CERTIFY, that on this 8th day of December, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William A. Roese, and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Megan J. Garner
Notary Public

MEGAN J. GARNER
NOTARY PUBLIC
MONTGOMERY COUNTY, MD
COMMISSION EXPIRATION JULY 1, 1986

My Commission Expires:
July 1, 1986

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

I HEREBY CERTIFY, that on this 8th day of December, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Forrest H. Corry, Jr., and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Megan J. Garner
Notary Public

My Commission Expires:
July 1, 1986

MEGAN J. GARNER
NOTARY PUBLIC
MONTGOMERY COUNTY, MD
COMMISSION EXPIRATION JULY 1, 1986

ARTICLES OF INCORPORATION
OF
TRI-STATE BEVERAGES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 19,1985 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2769, FOLIO 76, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 6.00	$

D2049575

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 191875

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:44 A.M.
CORPORATION LIBER 35

RECORD 5.00
B 75910HCK 5.00
01986 5-22 A9:44

1985 DEC 16 A 10:58

ARTICLES OF INCORPORATION

OF

FLOWERS BY NATALIE, INC.

THIS IS TO CERTIFY:

FIRST: I, NATALINE B. DATTILIO, whose post office address is 317 Dellwyn 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 referred to as the "Corporation") is

FLOWERS BY NATALIE, INC.

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

(1) To own, lease, and operate a general merchandising business, both wholesale and retail, of buying and selling all kinds of flowers, floral bouquets, floral properties, ornamental shrubs and plants, baskets and other containers, and related products.

(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

VID K. POOLE, JR.
ATTORNEY AT LAW
ERSTOWN TRUST BLDG.
VEST WASHINGTON ST.
ERSTOWN, MARYLAND
21740

5560521

2769 0765

office of the Corporation in this State is 1063 Maryland Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Nataline B. Dattilio, 317 Dellwyn Drive, 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 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 her successor or successors are duly elected and have qualified, is Nataline B. Dattilio.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12 day of December, 1985, and I acknowledge the same to be my act.

0759 0766

WITNESS:

Natalie B Dattilio (SEAL)
Nataline B. Dattilio

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 17th day of December, 1985, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared NATALINE B. DATTILIO, 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.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1986.

2763 0757

ARTICLES OF INCORPORATION
OF
FLOWERS BY NATALIE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 16, 1985 AT 10:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2769, FOLIO 764, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2050664

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 191957

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:44 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

THE HOUSE OF L & S, INC.

RECORD 5.00
B 3592CHCK 5.00
01986 5-22 A9:44

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Robert L. Logsdon, whose post office address is 1227 Wabash Avenue, Hagerstown, Maryland 21740, being over the age of 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 hereinafter called the "Corporation", is:

THE HOUSE OF L & S, 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 establish and maintain the premises for carrying on the business of a restaurant and dining area, catering services, banquet facilities, and to provide entertainment for its patrons and customers, and to supply goods, beverages, food stuffs, and merchandise in connection with the same.

B. To carry on the business to lease space to various organizations, corporations, and associations, for use of Corporate facilities and premises as a dinner place, meeting area and the like.

C. To purchase, lease or otherwise acquire, all or any part of the property, (real and/or personal), rights, business, contracts, goodwill, 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, guaranty, and assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, 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 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,

53578126

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

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 performed 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 enforced; the enumeration of certain powers as herein specificed not being intended to exclude any such powers, rights and privileges.

The aforegoing enumeration of purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and 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 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 place at which the principal office of the corporation in this State will be is: 6 South Potomac Street, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Robert L. Logsdon, whose post office address is 1227 Wabash Avenue, Hagerstown, 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 two. The Directors are Robert L. Logsdon, Harold King and Joanne M. Ballangee.

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 Hundred Thousand Dollars ($100,000.00). Each share of common stock shall be entitled to one vote for all purposes.

SEVENTH: The following provisions are hereby adopted for the purpose of the 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 Articles of Incorporation 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 outstanding stock shall be valid unless such change of the terms shall have been authorized by holders of a majority 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 the 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 the 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 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 Articles of Incorporation, and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may at its discretion use and apply any of such surplus from the 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, 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 are directors or officers of such other corporation or corporations; and any 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, acts 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 anywise interested.

NINTH: The duration of the Corportion shall be purpetual.

TENTH: The Corporation may indemnify a present or former Director or Officer of the Corporation or any other corporate representative to the maximum extent permitted by and in accordance with §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, in duplicate counterparts, this 18 day of December, 1985.

WITNESS:

Sandra J. Davis

ROBERT L. LOGSDON

STATE OF WEST VIRGINIA, BERKELEY COUNTY, to-wit:

I HEREBY CERTIFY, that on this 18 day of December, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared ROBERT L. LOGSDON, and he acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my Hand and Official Notarial Seal.

Sandra J. Davis
Notary Public

My commission expires: January 14, 1993

THESE ARTICLES OF INCORPORATION WERE PREPARED BY: Michael L. Scales, Attorney at Law, of the firm of Askin, Pill, Scales & Burke, 1190 Mt. Aetna Road West, Hagerstown, Maryland 21740, an attorney admitted to practice before the Court of Appeals of Maryland.

Michael L. Scales

ARTICLES OF INCORPORATION
OF
THE HOUSE OF L & S, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 23, 1985 AT 11:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2771, FOLIO 768, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2052231

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 192366

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:45 A.M. CORPORATION LIBER 35

694

RECORD 5.00
B 3593CHCK 5.00
01986 5-22 A9:45

ARTICLES OF INCORPORATION

DAJ ENTERPRISES, INC.

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

FIRST: I, Richard N. Funkhouser, Jr., whose post office address is 920 Fairfield 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 referred to as the "Corporation") is DAJ Enterprises, 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 own, operate, manage or have an interest in transportation equipment; 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 920 Fairfield Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard N. Funkhouser, Jr., 920 Fairfield Road, 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 with $100.00 par value 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 Richard N. Funkhouser, Jr.

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

695

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 , 1985, and I acknowledge the same to be my act.

WITNESS:

Richard N. Funkhouser, Jr.

Richard N. Funkhouser, Jr.

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

I HEREBY CERTIFY, That on this 26th day of December 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard N. Funkhouser, Jr. and acknowledged the aforegoing 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

696

ARTICLES OF INCORPORATION
OF
DAJ ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27,1985 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2774, FOLIO 776, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2053395

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 192430

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:45 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

FRANK MAIETTA & SONS, INC.

RECORD 5.00
B 3594CHCK 5.00
01986 5-22 A9:45

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

FIRST: I, Frank M. Maietta, Sr., whose post office address is 326 Cherry Tree Circle, 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 Frank Maietta & Sons, 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) General 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 326 Cherry Tree Circle, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Frank M. Maietta, Sr., 326 Cherry Tree Circle, 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 at $10.00 par value 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 Frank M. Maietta, Sr.

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17 day of December, 1985, and I acknowledge the same to be my act.

WITNESS:

Frank M. Maietta, Sr.

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

I HEREBY CERTIFY, That on this 17th day of December, 1985, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Frank M. Maietta, Sr. and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Nancy J. Russell
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
FRANK MAIETTA & SONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27,1985 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2774, FOLIO 0780, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 6.00	$

D2053403

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 192431

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:45 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

CHESAPEAKE COMPUTER SOLUTIONS OF MARYLAND, INC.

RECORD 5.00
B 3595CHCK 5.00
01986 5-22 A9:45

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Michael Atkins, whose post office address is 7777 Leesburg Pike, Suite 211, Falls Church, Virginia 22043; and Scott D. Hesse, whose post office address is 24 Jonathan Street, Hagerstown, Maryland 21740, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Chesapeake Computer Solutions of Maryland, Inc.

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

The wholesale, retail and direct sales of computer hardware, software and related products.

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

To carry on any of the 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.

R AND ELGIN P.A.
TORNEYS AT LAW
RSTOWN MARYLAND

53608037

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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 24 Jonathan Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Scott D. Hesse, 24 Jonathan Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of 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 Bylaws of the Corporation, but shall never be less than three (3); provided that:

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

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

The names of the directors who shall at until the first annual meeting or until their successors are duly chosen and qualifed are: Michael Atkins, Scott D. Hesse and Henry A. Hesse.

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 18th day of December, 1985.

WITNESS:

Lori J. Thomas

Michael Atkins

Lori J. Thomas

Scott D. Hesse

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

I HEREBY CERTIFY, that on this 18th day of December, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Michael Atkins, and acknowledged the execution of the aforegoing 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 18th day of December, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Scott D. Hesse, and acknowledged the execution of the aforegoing 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
CHESAPEAKE COMPUTER SOLUTIONS OF MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 26,1985 AT 09:24 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2774, FOLIO 954, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2053684

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 192459

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:45 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

LEAZIER'S, INC.

RECORD 5.00
B 3596CHCK 9.00
1986 5-22 A9:45

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, Joanne T. Leazier, whose post office address is 2749 Pennsylvania Avenue, Hagerstown, Maryland 21740 and David A. Leazier, whose post office address is 2749 Pennslyvania Avenue, Hagerstown, Maryland 21740, all being at least (21) years of age, do under and by virture of the General Laws of the State of Maryland authorizing the formation of corporations, associate themselves 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:

LEAZIER'S, INC.

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

(a) To engage in a general merchandising business.

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

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

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

(e) To purchase, lease or otherwise acquire all or any part of the property, rights, businesses, contracts, goodwill, franchises and assets of every kind, of any corporation, co-partnership or individual (including any of the aforesaid businesses), or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay for any such property, rights, business, contracts, goodwill, franchises or assets by the issue, of in accordance with the laws of the State of Maryland, stocks, bonds, or other securities of the Corporation or otherwise.

(f) To apply for, obtain, purchase, or otherwise acquire any patents, copyrights, licenses, trademarks, tradenames, rights processes, formulas, the like, which might be used for any of the purposes of the Corporation and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account the same.

(g) To purchase, or otherwise acquire, hold and reissue share of its capital stock of any class and to purchase, hold, sell, assign, transfer, exchange, lease, mortgage, pledge or otherwise dispose of, any share of stock of, or any bonds, or other securities or evidence of indebtedness issued or created by any other corporation or association organized under the laws of the State of Maryland, or any other state, territory, district, colony or dependency of the United States of America, or of any foreign country, and while the owner and holder of such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereupon a distribution of the assets, or a division of the profits of this Corporation, to distribute any share of stock, voting trust certificates, bonds or any other obligations, or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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

The aforegoing enumeration of the purposes, objects, and limitations of the powers conferred upon the Corporation by the law, and is not intended by the mention of the particular purpose,

object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this state.

FOURTH: The post office address of the principal office of the Corporation in this state is 2749 Pennsylvania Avenue Hagerstown, Maryland 21740. The resident agent of the Corporation is Joanne T. Leazier, whose post office address is 2749 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said resident agent is citizen of the State of Maryland and actually resides therein.

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

SIXTH: The Corporation shall have two (2) direcotrs, Joanne T. Leazier and David A. Leazier, shall act as such untial 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 are hereby empowered to authorize the issuance from time to time of share of its stock, with or with out par value, of any class, and securities, convertible into shares of stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or any other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are the 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 of this Corporation, which shall authorized any such transaction, with like force and affect as if he were not such a director or officer of such other corporation or not so interested.

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

(d) The Corporation reserves the right to make from time to time any amendments of its charter wich may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change of terms shall be authorized by the holders of two-thirds of all such stock at the time outstanding, by a 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 stock of the Corporation, nor any right of subscription to any thereof other than such, if any, the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine to offer for subscription to the holders of stock, may as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(f) Notwithstanding any provision of law requiring any action to be taken or authorized by the affirmative vote of the holders of a designated proportion of the shares of stock of the Corporation, or to be otherwise taken or authorized by vote of the stockholders, such action shall be effective and valid if taken or authorized by the majority of the total number of votes entitled to be cast thereon, except as otherwise provided in this charter.

(g) The Board of Directors shall have power, subject to any limitations or restrictions herein set forth or imposed by law, to classify or re-classify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more preferences, from time to time before issuance of such shares, the preferences, rights, voting powers, restriction 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 these articles, to purchase, lease or otherwise acquire the business, assets, franchises, in whole or in part, of other corporations or unincorporated business entities.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 26 day of December, 1985.

Joanne T. Leazier (SEAL)
Joanne T. Leazier

David A. Leazier (SEAL)
David A. Leazier

TEST:

_____

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 26 day of Dec, 1985. before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Joanne T. Leazier and David A. Leazier know to me to be the persons whose names are subscribed to the aforegoing Articles of Incorporation, and did acknowledge the same to be their respective act.

WITNESS MY HAND AND OFFICAL NOTARIAL SEAL.

Fred Kramer

Commission Expires
7/1/86

ARTICLES OF INCORPORATION
OF
LEAZIER'S, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 30,1985 AT 09:24 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2775, FOLIO 635, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2055820

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.

Dian W. Pattison

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 192598

710

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:46 A.M. CORPORATION LIBER 35

CHURCH OF CHRIST AT HAGERSTOWN

ARTICLES OF INCORPORATION

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

SECOND: The name of the Religious Corporation and the church is the CHURCH OF CHRIST AT HAGERSTOWN.

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

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

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare, and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under

1985 DEC 20 A 9:17

55058154

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

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Religious Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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

(i) to establish and maintain a church and to provide a place of worship and prayer;

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

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

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

(d) In this Plan:

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

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

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

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

(i) such person is a Trustee of the Religious Corporation on the date these Articles of Incorporation are

accepted for record by the State Department of Assessments and Taxation of Maryland (the "Department"); or

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

(iii) such person has met the requirements of membership by confession of faith and by immersion, or by transfer of membership by letter or statement from an immersionist church.

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

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

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

In the event a Member does not fulfill all of the requirements imposed by this Article THIRD, Section (3)(b), then such Member may be disqualified and removed as a Member by a majority vote of the entire Board of Trustees.

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

FIFTH: The principal place of worship of the Religious Corporation is: Funkstown Volunteer Fire Company, East Baltimore and Frederick Streets, Funkstown, Maryland. The name and address of the resident agent of the Religious Corporation are Robert W. Shumaker, 623 North Main Street, Boonsboro, Maryland 21713. Said resident agent is a citizen of the State of Maryland and actually resides therein.

SIXTH: The initial number of Trustees of the Religious Corporation is four (4), which number may be increased pursuant to the By-Laws of the Religious Corporation but shall never be less than four (4), nor more than eight (8). The names and addresses of those persons serving as initial Trustees are:

Tom J. Altizer
1000 Brinker Drive
Hagerstown, MD 21740

Bryan R. Bailey
P. O. Box 952
Hagerstown, MD 21741

D. Dwaine Wilson
130 Orchard Drive
Boonsboro, MD 21713

Mark K. Smith
118 Orchard Drive
Boonsboro, MD 21713

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

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

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

TENTH: (1) 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.

(2) 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.

(3) 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.

(4) 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.

(5) 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, we have signed these Articles of Incorporation this 17th day of December, 1985, and we acknowledged the same to be our acts.

WITNESS:

Bryan R Bailey

Tom J. Altizer

Bryan R. Bailey

Mark K Smith

D. Dwaine Wilson

Dwaine Wilson

Mark K. Smith

716

ARTICLES OF INCORPORATION
OF
CHURCH OF CHRIST AT HAGERSTOWN

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 31,1985 AT 09:38 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

7

RECORDED IN LIBER 2775, FOLIO 2623, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 10 2.50	$

D2056471

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 193005

2775 2623

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:46 A.M.
CORPORATION LIBER 35

COLONIAL MOTEL, INC.

RECORD 10.00
B 3599CHCK 10.00
01985 5-22 A9:46

ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 20 day of December, 1985, by and between Colonial Motel, Inc. a Maryland Corporation (hereinafter sometimes referred to as the Transferror) and Joanne Leazier (hereinafter referred to as Transferee).

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee, her heirs and assigns, as hereinafter set forth.

SECOND: The name, post office address and principal place of business of Transferee are:

Joanne T. Leazier
2374 Pennsylvania Avenue
Hagerstown, Maryland 21740

THIRD: The Transferor, Colonial Motel, Inc. is a corporation organized under the Laws of the State of Maryland. The Transferee is an individual residing in and having her principal place of business in Washington County, Maryland.

FOURTH: The Transferor corporation has its principal office in the City of Hagerstown, State of Maryland, which is the only county in which the Tranferor owns property. The Transferor owns no real estate but owns personal property the title to which could be affected by the recording of a financing statement among the financing statement records maintained by the Clerk of the

60088281

Circuit Court for Washington County, Maryland.

FIFTH: The nature and amount of consideration to be paid by the Transferee for the property and assets hereby transferred to them set forth in Attachment No. 1 hereto is Fifty Thousand Dollars ($50,000.00) plus the fair value of the inventory to be transferred herein to be determined at the taking of a count of said inventory by Transferor and Transferee at the time of settlement. The terms and conditions of the transfer contemplated between the Transferor and Transferee are fully set forth in the agreement annexed hereto as Attachment No. 1 of which the list of property and assets is a part. Said agreement dated is hereby incorporated by reference herein.

SIXTH: 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 Articles 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 the sole

shareholder of the Transferor and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of the Transferor, all in the mannner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

SEVENTH: As to the Transferee, she is an individual who has entered into the transfer agreement, annexed hereto as Attachment No 1 free and voluntarily with advice of counsel.

EIGHTH: In consideration of the payment to the Transferor of Fifty Thousand Dollarts ($50,000.00) plus the value of inventory in accordance with the terms and conditions of the agreement annexed hereto as Attachment No. 1, the Transferor does hereby bargain, sell,deed, grant, convey, transfer, set over and assign to Transferee, her heirs and assigns, all those properties described in the agreement which is Attachment No. 1 annexed hereto and hereby incorporated by reference herein.

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 Transferee, an individual Maryland resident, and 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 performed entirely within the State of Maryland.

IN WITNESS WHEREOF, Colonial Motel, Inc. has caused these Articles of Sale and Transfer to be signed and acknowledged in

its name and on its behalf by its President and attested by its Secretary, and Joanne Leazier Transferee, has hereunto set her hand and seal as of this 21 day of December, 1985.

COLONIAL MOTEL, INC. (SEAL)

BY: Ida T. Koob
Ida T. Koob

ATTEST:

WITNESS:

Joanne Leazier (SEAL)
Joanne Leazier

THE UNDERSIGNED, President of Colonial Motel, Inc. Transferor who executed on behalf of said corporation the aforegoing Articles of Sale and Transfer, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Ida T. Koob
Ida T. Koob

THE UNDERSIGNED being the Transferee, who executed on her behalf the foregoing Articles of Sale and Transfer of which this certificate is made a part, hereby akcnowledge the aforegoing Articles of Sale and Transfer to be her act and further certifies that, to the best of her knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Joanne Leazier

Joanne Leazier

A GREEMENT

THIS AGREEMENT Made this 20 day of December, 1985, by and between Ida T. Koob and Colonial Motel, Inc. hereinafter together called Seller, and Joanne T. Leazier, hereinafter called Buyer.

1. Ida T. Koob owns the following parcels of real estate:

(1) Two parcels which are described in a deed to her and her late husband, John, dated September 1, 1965 from Elbert Barron and wife recorded in the Land Records of Washington County, Maryland, in Liber 428, folio 757.

(2) A parcel of real estate that she acquired by deed dated July 11, 1977 from Barry John Koob and wife recorded in the Land Records of Washington County, Maryland, at Liber 640, folio 431.

(3) Colonial Motel, Inc. is the owner of the business known as the Colonial Restaurant and Lounge as well as the personal property associated with that business as set forth on the inventory list attached marked Exhibit No. 1 consisting of three pages.

2. Seller hereby agrees to sell and Buyer hereby agrees to buy the above described realty, business and personalty as follows:

(1) Seller hereby sells to Buyer and Buyer hereby buys from Seller all the right, title and interest of Seller in the above described realty and personalty at and for the sum of Four Hundred Eighty Thousand and no/100 Dollars ($480,000.00) plus

the value of liquor inventory. One Thousand Dollars ($1,000.00) of said purchase price has been paid by Buyer to Seller and receipt of that deposit is hereby acknowledged. The balance of the purchase price is to be paid at settlement which is to take place not later than December 31, 1985. Time being of the essence as to the aforesaid settlement date.

(2) The purchase price set forth above is allocated as follows:

(a) That portion of the above property which has historically been devoted to the use of Ida T. Koob as a residence (consisting of 1.76 acres of land, more or less, improved by a mobile home for which the value is stated to be $6,000.00, and a garage for which the value is stated to be $12,000.00. The land value is stated to be $32,000.00.

(b) Motel buildings including one mobile home - $325,000.00.

(c) Land on which the motel is erected -$50,000.00

(d) Motel,lounge and restaurant equipment per list attached - $50,000.00

(e) Good will - $5,000.00.

3. Buyer will have the right to use the name of Colonial Motel, Colonial Motel Restaurant and Lounge, and/or Colonial Restaurant as she choses.

4. Following the execution of this Agreement, the Seller shall furnish a list of the existing creditors to the Buyer, signed and sworn to or affirmed by the Seller or her agents. Such list shall contain the names and business addresses of all creditors of the Seller, and whether general or secured with the amounts owing when known, and also the names of all persons who

are known to the Seller to assert claims against them even though such claims are contingent or disputed. The Seller and the Buyer shall prepare a schedule of the property transferred under the Agreement sufficient to identify it. The Buyer shall preserve said list of creditors and schedule of property for six months next following the transfer during which time she shall permit inspection of either or both and copying therefrom at all reasonable hours by any creditor of the Seller, or shall file said list and schedule in the office of the Clerk of the Circuit Court for Washington County. At least ten days before the Buyer takes possession of the goods or makes any payhment in whole or in part for them, whichever happens first, Buyer shall give notice of the transfer personally or by registered or cerfified mail to all persons shown on the list of creditors furnished by the Seller and to all other persons who are known to the Biyer to hold or assert claims against the Seller. The contents of such notice shall conform to the requirements of Section 6-107(a) of the Maryland Uniform Commercial Code. In the event that the Sellers shall fail to comply with the aforesaid requirements, then at the option of the Buyer, this Contract shall become null and void and the Seller shall repay to the Buyer any sum theretofore paid on account of the puchaase price specified herein, and neither party shall thereafter be under any obligation or liability to the other because of the making of this Agreement. The Buyer hereby covenants not to exercise its right to seek the appointment of a receiver under Chapter

6-106(4) of the Maryland Uniform Commercial Code. It is the intention of this paragraph that both parties shall be required to fully comply with Subtitle 6 of the Uniform Commercial Code as now in effect, and that the aforesaid specification of requirements shall not be deemed to limit the parties' duties under said law.

5. Seller agrees that Buyer shall have the right to hold only such proceeds of the sale as are necessary and for such time as is necessary to pay creditors and claimants in accordance with Chapter 6-106 of the Uniform Commercial Code and shall have all rights and remedies thereunder; provided, however, if the proceeds of the sale are sufficient to pay all debts of the Seller shown on the list of creditors to be furnished by Seller or filed in writing by the creditors by the date of closing as required by such notice, and if there are no disputes concerning such claims and the Seller has otherwise fully performed this contract, then the Buyer shall remit the balance of the proceeds to Seller not later than closing.

6. At settlement Seller will convey the above described realty to Buyer by a general warranty deed containing covenants of further assurance subject only to the existing restrictive covenants and easements of record together with a bill of sale for the motel business and equipment executed by the appropriate officers of the corporate seller. The realty and personalty are to be conveyed free of liens or other debts including taxes. Real estate and peronsal property taxes are to be pro-rated to

the date of settlement. Documentary stamps and transfer tax are to be divided euqally between Buyer and Seller. Buyer shall pay and be responsible for filing any applicable returns in conjunction with any State of Maryland retail sales taxes generated by this tranasaction because of the builk sales aspects of it.

7. Possession is to be transferred to Seller at settlement.

8. Until settlement the risk of loss from fire, windstorm, theft, malicious mischief, or other perils of any kind covered by a standard fire insurance policy will remain with the Seller.

9. This agreement shall be binding upon the parties hereto, their grantees, successors, heirs, personal representatives or assigns.

10. Except as to the contingencies listed above this document shall survive the execution of any subsequent documents and the Doctrine of Merger shall not be applicable.

11. This Agreement contains the entire understanding of the parties and they shall not be bound by any representations, warranties, promises, covenants or understandings other than those expressly set forth in this Agreement.

12. It is agreed between the parties that all liences held by Seller including the liquor license which may be assigned under the Laws of Maryland will be assigned by Seller to Buyer.

WITNESS the hands and seals of the parties hereto.

WITNESS:

Ida T. Koob (SEAL)
Ida T. Koob

Houndsfield

COLONIAL MOTEL, INC. (SEAL)

BY: Ida T. Koob
Ida T. Koob
Sellers

Brenda Lea Keefer

Joanne Leazier (SEAL)
Joanne Leazier, Buyer

STATE OF MARYLAND, WASHINGTON COUNTY,to-wit:

I HEREBY CERTIFY that on this 20 day of December, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Ida T. Koob, individually and as President of Colonial Motel, Inc. and acknowledged that she executed the aforegoing Agreement as her voluntary act .

WITNESS my hand and Official Notarial Seal.

Brenda Lea Keefer
Notary Public

My Commission Expires: July 1, 1986

STATE OF MARYLAND, WASHINGTON COUNTY,to-wit:

I HEREBY CERTIFY that on this 20 day of December, 1985, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Joanne Leazier and acknowledged that she executed the aforegoing Agreement as her voluntary act.

WITNESS my hand and Official Notarial Seal.

Brenda Lea Keefer
Notary Public

My Commission Expires: July 1, 1986

Colonial Restaurant and Lounge Inventory List

Restaurant

Ice machine
Four small door refrigorater
Tall two door refrig./one door freezer
Slicer
Microwave Oven
Steam table/12 Stainless steel pans
Salad/Sandwich Unit/Refrig. under
Electric Broiler
Grill
Stainless steel stand with oven unit
Deep fryer
Electric Stove with Oven/ Plate warmer
3 Compartment pot sink
Dishwasher
Small Kenmore refrigorater
2 Large upright freezers
Chest freezer
Ice cream freezer
8x10 Walk-in cooler
Hand sink
2 Stainless steel work shelves
2 Stainless steel work tables
Three tier stainless steel cart
Food warming lamp
2 Coffee makers and warmers
2 toasters
Food scale
3 Fire extinguishers
Large first aid kit
Cash register with stand
Pie Case (not in use at present)
Ice cream sink (not in use at present)
Assortment of dishes, silverware, glasses, pots, pans, skillets, ash trays, candles, salt & pepper shakers, sugar bowls, trays, kitchen utensils

Restaurant

45 Captain Chairs
16 Tables
2 Booths
Vacuum Cleaner
2 Punch bowls

Lounge

Beer cooler
1 Keg draft cooler box
3 Compartment sink
Ice machine
Hand sink
2 Storage units
3 small door refrigerator
Small freezer
Cash register
Cigarette machine
Juke box
Fire extinguisher
Assortment of glasses, ash trays, candles
3 booths
15 Captain bar stools
9 Bar stools (with out backs)
5 Tables
Ice crusher
Blender
5 Wall pictures
6 Captain chairs

Colonial Motel Inventory List

BEDS: 31 Double, 2 twin, 1 rollaway, 1 crib

CHAIRS: 40 Easy chairs, 25 desk chairs

25 Desks

24 Color televisions with radios/stands

29 nite stands

55 Lamps

17 Pictures

8 Small refrigerators

8 outside chairs

Laundry cart

Vacuum cleaner

Ironing mangle

5 Lampstands

Washer (automactic)

Dryer (clothes)

25 Luggage racks

25 Ice buckets

33 Bedspreads

33 Matress pads

35 Blankets

66 Sheets (40 extra)

65 Pillow Cases (40 extra)

65 Pillows

25 Shower curtains

60 Towels, Hand towels, wash cloths

50 Pair curtains

Efficiency apartment: Electric stove, refrig., dinette set, sofa

2 office desks

2 File cabinets

November 4, 1985

Agreement between Ida Koob (seller) and Joanne T. Leazier (purchaser) for the Colonial Motel, Restaurant, Lounge, all real property and all restaurant equipment and motel furnishing as agreeded upon between them for the purchase price of $ 500,000.00 minus the cost of connecting to the city sewage system.

Enclosed is check of $ 1,000.00 in good faith.

Joanne T. Leazier 11-5-85

Joanne T. Leazier (purchaser)

Ida Koob

Ida Koob (seller)

ARTICLES OF TRANSFER

BETWEEN

COLONIAL MOTEL, INC.. (A MD. CORP.)-TRANSFEROR

AND

JOANNE T. LEAZIER- TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND January 8, 1986 AT 10:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2785, FOLIO 63, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 40	$

10.00

TO THE CLERK OF THE CIRCUIT COURT OF Washington County

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

AS WITNESS MY HAND AND SEAL OF THE DEPARTMENT AT BALTIMORE.

Dean W. Fields

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 193369

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:47 A.M. CORPORATION
LIBER 35

RECORD 5.00
B 3600CHCK 5.00
01986 5-22 A9:47

ARTICLES OF AMENDMENT TO

ARTICLES OF INCORPORATION OF

W. STEPHEN HOOD, M.D., P.A.

This Amendment to the Articles of Incorporation of W. Stephen Hood, M.D., P.A. is made pursuant to Article XIII of said Articles and Title 2, Subtitle 6 of the Corporations and Associations Article of the Annotated Code of Maryland. Upon the advice of the Board of Director and the approval of the Stockholder of the Corporation by the affirmative vote of all of the votes entitled to be cast on the matter, the Articles of Incorporation of W. Stephen Hood, M.D., P.A. are hereby amended by removing Article I in its entirety and substituting therefor the following:

ARTICLE I

The name of this Corporation is Cardiac Consultative Services, W. Stephen Hood, M.D., P.A.

IN WITNESS WHEREOF, W. Stephen Hood, M.D., P.A. has caused these presents to be signed in its name and by its President, W. Stephen Hood, M.D., and attested to by its Secretary, Linda M. Hood. The undersigned are signing as the corporate act.

ATTEST: W. STEPHEN HOOD, M.D., P.A.

Linda M. Hood
Secretary

By: W Stephen Hood
President

(Corporate Seal)

I, W. Stephen Hood, M.D., President of W. Stephen Hood, M.D., P.A., declare, under the penalty of perjury, that this Amendment to the Articles of Amendment is true and accurate in all respects.

W Stephen Hood
W. Stephen Hood, M.D., President

PALEY, ROTHMAN & COOPER
CHARTERED
5530 WISCONSIN AVE.
CHEVY CHASE, MD. 20815
(301) 656-7603

00030004

ARTICLES OF AMENDMENT

OF

W. STEPHEN HOOD, M.D., P.A.

changing its name to:

CARDIAC CONSULTATIVE SERVICES, W. STEPHEN HOOD, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND January 6, 1986 AT 10:15 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

2

RECORDED IN LIBER 2781, FOLIO 1527, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

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

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 193422

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:47 A.M.
CORPORATION LIBER 35

RECORD 5.00
B 3601CHCK 5.00
01936 5-22 A9:47

ARTICLES OF INCORPORATION

FIRST: I, HAROLD RAY TRITCH, JR., whose post office address is 138 E. Antietam Street, Suite 9, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is HAROLD R. TRITCH, M. D., P. A.

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

1. To engage in the practice of family medicine in a family practice as a professional corporation and to own and operate a medical clinic for the purposes of providing medical care and treatment; and

2. To promote medical, surgical and scientific research and knowledge; and

3. To furnish laboratory and clinical services; and

4. To own real and personal property, enter into contracts and engage in any lawful business necessary for the rendering of such professional services; and

5. To engage in any other lawful purpose and business.

6. To do anything permitted by Section 2-103 of the

60068531

Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 138 E. Antietam Street, Suite 9, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Ralph H. France, II, 81 W. 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 three (3), 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: Harold Ray Tritch, Jr.

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 warrants or other instruments evidencing rights or

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

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

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference

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

4. 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_____day of_____, 1985, and I acknowledge same to be my act.

Harold Ray Tritch Jr

Harold Ray Tritch, Jr.

ARTICLES OF INCORPORATION
OF
HAROLD R. TRITCH, M. D., P. A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 06, 1986 AT 11:52 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

RECORDED IN LIBER 2778, FOLIO 002253 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2058147

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 193458

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:47 A.M.
CORPORATION LIBER 35

001231
RECORD 5.00
B 3602CHCK 5.00
01986 5-22 A9:47

NELWAY, 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 Nelway, Inc.

THIRD: The purposes for which the Corporation is formed are:
(1) To engage in the business of owning and/or operating one (1) or more retail and/or wholesale sales and/or service business; and to engage in any other lawful purpose and/or business.
(2) To do anything permitted by §2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is Route 4, Box 259-D, Hagerstown Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Wayne M. Kline, Sr., Route 4, Box 259-D, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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

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

Wayne M. Kline, Sr.
Nelson E. Kline

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

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

00000216

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of November, 1985, and I acknowledge the same to be my voluntary act and deed.

Barbara Ann Groff
Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION
OF
NELWAY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 09, 1986 AT 10:09 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2778, FOLIO 001230, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 50	$

D2059004

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 193535

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 74

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

T5-060

001335

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:48 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

SLR INCORPORATED

RECORD 5.00
0 36633CHGK 5.00
01756 5-22 09:48

FIRST: I, Jerome T. Miraglia, 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 (the "Corporation") is SLR Incorporated.

THIRD: The purposes for which the Corporation is formed are: (1) to purchase, lease or otherwise acquire, hold, own, sell, assign, exchange or otherwise dispose of boats of every kind and all products, materials, rights and assets of every kind related to or used in connection with boats or boating; (2) to engage in the business of leasing and chartering boats to individuals, partnerships, corporations and other entities for any and all purposes; (3) to engage in all activities incident to or in connection with the leasing or chartering of boats; and (4) to engage in any other lawful business. The Corporation shall also have all the general powers granted by law to Maryland corporations and all other powers not inconsistent with law which are appropriate to promote and attain its purposes.

FOURTH: The address of the principal office of the Corporation is Route 4, 126 Mt. Tabor Road, Hagerstown, Maryland 21740. The name and address of the resident agent of the

60038038

Corporation are Stoyan L. Russell, Route 4, 126 Mt. Tabor 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.

SIXTH: The number of Directors of the Corporation shall be one, until changed as provided by the By-Laws of the Corporation. The name of the person who will serve as Director until the first annual meeting of the stockholders and until his successor is elected and qualify is Stoyan L. Russell.

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 2nd day of January, 1986.

Jerome T. Miraglia

Jerome T. Miraglia

pm/JTM10/o

746

ARTICLES OF INCORPORATION
OF
SLR INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 02, 1986 AT 10:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2778, FOLIO 001334, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2059210

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 193551

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 244
LAND
VAUGHN J. BAKER, CLERK

CORPORATIONS

944
35

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:48 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

5.00
5.00
5-22 A9:48

FIRST: The undersigned, William P. Young, 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 Heritage Construction Company.

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

1. To erect, build, buy, import or otherwise acquire, and to distribute, export, sell, or otherwise dispose of, either by wholesale or retail, all manner and kind of commercial and residential building components, exterior and interior, including but not limited to openwall panels, floor joists, roof trusses, windows, doors, trim, and any and all building components which are now or hereafter being manufactured and designed by the industry for use in commercial residential or institutional 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.

60078297

FOURTH: The post office address of the principal office of the Corporation in Maryland is 755 Frederick Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Willlam P. Young, Jr., 81 West Washington Street, 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, with a par value of $10.00 per share.

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

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

Robert M. Perry
Lewis R. Bowers
William M. Gardner

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 6th day of January, 1986.

WITNESS:

William P. Young, Jr.

750

ARTICLES OF INCORPORATION
OF
HERITAGE CONSTRUCTION COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 07, 1986 AT 10:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2798, FOLIO 003780 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 500	$

D2061455

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 193799

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 747

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

CORPORATIONS

747
35

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:48 A.M. CORPORATION
LIBER 35

001930
RECORD 5.00
B 360SCHCK 5.00
01936 5-22 A9:48

CUSTOM SIGNS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Suzanne Ravgiala, 111 Potomac Street, Boonsboro, Maryland 21713, being at least eighteen years of age, hereby form a corporation under and by virtue of the general laws of the state of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Custom Signs, Inc.).

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

(1) To engage in the business of painting and lettering signs; 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 111 Potomac Street, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this state are Suzanne Ravgiala, 111 Potomac Street, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in ths state.

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

00078130

001931

SIXTH: The number of Directors of the Corporation shall be three (3), which may increase or decrease 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 Directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are:

Suzanne Ravgiala
William H. Ravgiala
Alma Ravgiala

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 stock of any class, whether or now or hereafter authorized or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

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

The enumeration and definition of a particular power of the Board of Directors included in the aforegoing shall in no way be limited or restricted by reference to or inference from the terms in any other clause of this or any other Article of the Charter of the Corporation of 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 enforce.

EIGTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of

stock of 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 such shares.

IT WITNESS WHEREOF, I have signed these Articles of Incorporation in this 27th day of December, 1985, and I acknowledge the same to be my act.

Suzanne Ravgiala

WITNESS

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:

I HEREBY CERTIFY that on this 27th day of December, 1985, before me, the Subscriber, a Notary Public in and for the State and County aforesaid personally appeared Suzanne Ravgiala who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Incorporation are true to the best of her knowledge, information and belief.

WITNESS my hand and official Notarial Seal.

Notary Public

My Commission Expires:
7-1-86

ARTICLES OF INCORPORATION
OF
CUSTOM SIGNS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 07,1986 AT 09:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

RECORDED IN LIBER 2779, FOLIO 001929, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2061562

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. Fahrney

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 193810

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 257

LAND ☐ ☐
VAUGHN J. FAKER, CLERK

CORPORATIONS

351
35

RECORD 5.00
B 3609CHCK 5.00
01986 5-22 A9:51

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:51 A.M.
CORPORATION LIBER 35

003803

ARTICLES OF INCORPORATION

POTOMAC PERSONNEL, INC.

FIRST: I, Marshall Doty, whose post office address is 162 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 POTOMAC PERSONNEL, INC.

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

(1) To engage in the business of placement of personnel; 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 162 West Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Marshall Doty, 162 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 a par value of $100.00 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 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: Marshall Doty and Mary Stefancies.

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

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

convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

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

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

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

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

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

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

the votes cast by Stockholders who are not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of January, 1986, and I acknowledge the same to be my act.

WITNESS:

Marshall Doty

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

I HEREBY CERTIFY, That on this 8th day of January, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Marshall Doty and acknowledged the aforegoing 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
POTOMAC PERSONNEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 14,1986 AT 08:31 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2779, FOLIO 003800, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.0$	$

D2063154

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. Fletcher

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 193943

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 256

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

CORPORATIONS

256
35

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:52 A.M. CORPORATION LIBER 35

003866

ARTICLES OF INCORPORATION

LAGUNA, 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 3610CHCK 5.00
01986 5-22 A9:52

FIRST: I, Edda Della Mea, whose post office address is 859 Northern Avenue, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is LAGUNA, 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 food and beverage products; 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 859 Northern Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Edda Della Mea, 859 Northern Avenue, Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, with a par value of $100.00 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 Edda Della Mea.

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

60148115

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 9th day of January, 1986, and I acknowledge the same to be my act.

WITNESS:

Edda Della Mea

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

I HEREBY CERTIFY, That on this 9th day of January, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Edda Della Mea and acknowledged the aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1986

762

ARTICLES OF INCORPORATION
OF
LAGUNA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 14,1986 AT 08:34 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2779 , FOLIO 003805 , OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2063162

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 193944

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 760

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

CORPORATIONS

5-060

760
35

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:52 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

RYTAN CORPORATION

RECORD 5.00
B 3611CHCK 5.00
01986 5-22 A9:52

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

FIRST: I, Douglas Pugh, whose post office address is 2027-A Pennsylvania Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

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

(1) Sale of pet related products; 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 2027-A Pennyslvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 28 West Washington 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 10,000 shares at $10.00 par value 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 Douglas Pugh.

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

60.48116

(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 13th day of January, 1986, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Douglas Pugh

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

I HEREBY CERTIFY, That on this 13th day of January, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Douglas Pugh and acknowledged the aforegoing 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
RYTAN CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 14,1986 AT 08:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2779, FOLIO 003809 OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2063170

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. Thurston

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 193945

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 763
LAND ☐ ☐
VAUGHN A. BAKER, CLERK

CORPORATIONS

763
35

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:52 A.M. CORPORATION LIBER 35

003814
RECORDING FEE 5.00
B 3612CHCK 5.00
01P36 5-22 A9:52

ARTICLES OF INCORPORATION

SOUTHWEST TRADING COMPANY

FIRST: I, William B. Bosch, whose post office address is 2805 Bluebird 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 SOUTHWEST TRADING COMPANY.

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

(1) To engage in the food and beverage business; 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 2805 Bluebird Avenue, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is William B. Bosch, 2805 Bluebird 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 100 shares of common stock, with a par value of $1,000.00 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 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 and Edward J. Remavege.

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

00048117

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 8th day of January, 1986, and I acknowledge the same to be my act.

WITNESS:

Stephanie D. Sward

William B. Bosch
William B. Bosch

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

I HEREBY CERTIFY, That on this 8th day of January, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William B. Bosch and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Stephanie D. Sward
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
SOUTHWEST TRADING COMPANY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 14,1986 AT 08:37 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2779 , FOLIO 003813 , OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$
	5.00	

D2063188

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 193946

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 766

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

CORPORATIONS

766
35

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:53 A.M. CORPORATION LIBER 35

RECORD 5.00
B 3613CHCK 5.00
01986 5-22 A9:53

ARTICLES OF INCORPORATION
OF THE
WASHINGTON COUNTY EXTENSION ADVISORY COUNCIL, INC.

FIRST: The undersigned, I. Bruce Barr, whose post office address is Rt. 2, Box 435, Smithsburg, Maryland 21783; Margaret Comstock, whose post office address is Rt. 2, Box 405, Smithsburg, Maryland 21783; Helen Frey, whose post office address is Rt. 9, Box 368, Hagerstown, Maryland 21740; and John Swadley whose post office address is 1615 Woodlawn Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a non-stock corporation under and by virtue of the General Laws of the State of Maryland and pursuant to Title 5, Subtitle 2 of the Maryland Corporations and Associations Code Annotated, Section 5-201 et seq.

SECOND: The name of the Corporation (hereinafter "Corporation") shall be:

WASHINGTON COUNTY EXTENSION ADVISORY COUNCIL, INC.

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

1. The Council will serve in an advisory capacity to the County Extension faculty of the University of Maryland in developing and coordinating the total unified agricultural-related program planning process.

2. The Council will assist and advise the County faculty on problems or opportunities existing in the County which the University of Maryland Cooperative Extension Service could address.

3. The Council will assist and advise in establishing program priorities including new initiatives in agriculture, horticulture, 4-H and Youth activities, Extension home economics, marine science, community resources and energy development and other agricultural-related programs and other lawful activities that would be benefitical to the citizens of Maryland and permitted under the non-stock corporation Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation

Del. 7/2/86 - Wash. Co. Extension Advisory Council, Inc.

in Maryland is 101 W. Antietam St., Hagerstown, Maryland 21740. The name and address of the resident agent is: I. Bruce Barr
Rt. 2, Box 435
Smithsburg, MD 21783

FIFTH: The Corporation shall be organized exclusively for charitable, religious, educational and scientific purposes; it shall have no capital stock and shall not be authorized to issue capital stock. The number of directors, qualifications for directors and other matters shall be set forth in the By-Laws of the Corporation.

SIXTH: The number of directors of the Corporation and the manner of electing directors shall be set forth in the By-Laws of the Corporation. The initial Directors of the Corporation, who shall act until the first membership meeting or until their successors are duly chosen and qualified pursuant to provisions of the By-Laws, are:

I. Bruce Barr	John Kenney
Roy Byers	Susan Rhodes Nicholson
Margaret Comstock	William Mason
Helen Frey	John S. Shank
Bobbi Jackson	John Swadley

SEVENTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations and operated exclusively for 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 shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

772

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the acitvities 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, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

NINTH: 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: All provisions in these Articles of Incorporation shall be subject to amendment, consistent with the provisions of the Maryland Corporation and Associations Code Annotated and Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any other United States Internal Revenue Law) by the affirmative vote of all of the members entitled to vote in respect thereof.

ELEVENTH:

A. The Corporation shall distribute its income for each taxable year at such time and in such amnner as not to become subject to the tax on undistirbuted 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

774

in Section 494(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 provision of any subsequent federal tax laws.

IN WITNESS WHEREOF, WE have signed these Articles of Incorporation this 22 day of October, 1985, and severally acknowledge same to be our act.

L. Bruce Barr
Name

Margaret K Comstock
Name

Helen Frey
Name

John E Lundley
Name

Rosemary J. McCarty
Witness
Commission
Expires: 7/1/86

NOTARY PUBLIC

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY EXTENSION ADVISORY COUNCIL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 16,1986 AT 11:32 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2782, FOLIO 837, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2064392

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. Kitchen

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 194109

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 770

LAND ☐ ☑
VAUGHN E. BAKER, CLERK

CORPORATIONS

770
35

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:53 A.M.
CORPORATION LIBER 35

RECORD 5.00
B 36140HCK 5.00
01986 5-22 A9:53

HANS S. GOERL, P.A.
ARTICLES OF INCORPORATION

1986 JAN 17 P 11:52

FIRST: I, Hans S. Goerl, whose post office address is 21 Summit Avenue Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code, as amended.

SECOND: The name of the Corporation (which is hereinafter called the "Corporation") is Hans S. Goerl, P.A.

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

(1) To engage in the general practice of law and related fields; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 21 Summit Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent for the Corporation in this State are Hans S. Goerl, 21 Summit Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing is this State.

FIFTH: The total number of shared 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 name of the Director who shall act until the first annual meeting or until his successors are duly chosen and qualified is: Hans S. Goerl.

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 authorized the issuance from time to time of shares of its stock of any class or classes, whether now or hereafter authorized.

00170101

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 mannor to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

3. With respect to:

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

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

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

(d) the issuance of shares of stock of any class now or hereafter authorized, or any securities exchangeable for, or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for, or otherwise acquire such shares;

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

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

(g) the voluntary or involuntary liquidation, dissolution, or winding-up of the Corporation; such action shall be effective and valid only if taken or approved by the stockholders by an affirmative vote of all the votes entitled to be cast thereon, after due authorization and/or approval and/or advice of such action by the Board of Directors as required by law, notwithstanding any provision of law requiring any action to be taken or authorized other than as provided in this Article EIGHTH 3.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of January, 1986, and I acknowledge same to be my act.

Judith L. Feather
Witness

Hans S. Goerl
Hans S. Goerl

ARTICLES OF INCORPORATION
OF
HANS S. GOERL, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 17,1986 AT 11:53 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2782, FOLIO 1404, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2065662

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 194187

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 776
LAND ☐ ☐
VAUGHN J. [illegible], CLERK

CORPORATIONS

2782 1404

776

35

5-060

RECEIVED FOR RECORD ON MAY 22, 1986, at 9:54 A.M. CORPORATION LIBER 35

Order Stamp to Record

RECORD .50
~~RECTAX~~ .75
B 3615CHGK 1.25
01986 5-22 A9:54

PROFESSIONAL COMPUTER SERVICES, INC.

SPECIAL MEETING

UPON CONSIDERATION of the motion to change the resident agent after notice was duly waived, it was unanimous, and

RESOLVED, that the resident agent of the Corporation in the State of Maryland be and he is hereby changed from Fred C. Wright, Jr., whose post office address is 49 Summit Avenue, Hagerstown, Maryland 21740, to Karl W. Hafer, Sr., whose post office address is 109 West Franklin Street, Hagerstown, Maryland 21740, and who is a resident of the State of 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 and proper acts incident thereto.

Karl W. Hafer, Sr.
President
Professional Computer Services, Inc.

Dated: December 10, 1985.

I, the undersigned, certify that this is a copy of a resolution duly passed by the Board of Directors of Professional Computer Services, Inc.

Karl W. Hafer
President
Professional Computer Services, Inc.

5353879

2767 2232

Del 5/28/86 - Snyder & Elgin

780

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

PROFESSIONAL COMPUTER SERVICES, INC.

received for record December 19, 1985 , at 9:40 A.M.

and recorded on Film No. 2767 Frame No. 2231 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 № 23086

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

.50
.75

Return to: Snyder and Elgin
28 Jonathan Street
Hagerstown, Maryland 21740

rc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 279

LAND ☐ ☐
VAUGHN J. FAHER, CLERK

CORPORATIONS

2767 2231

999
39

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:54 A.M.
CORPORATION LIBER 35

AGENCY SOFTWARE, INC.

SPECIAL MEETING

OK Ret
Should be recorded
RECORD .50
RESTAR .75
B 3616CHGK 1.25
01986 5-22 A9:54

UPON CONSIDERATION of the motion to change the resident agent after notice was duly waived, it was unanimous and

RESOLVED, that the principal office of the Corporation is the State of Maryland is hereby changed from 109 West Franklin Street, Hagerstown, Maryland 21740 to 104 Stuart Drive, Williamsport, Maryland 21795.

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 resoltion 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.

Johnna F. Artz
President
Agency Software, Inc.

Dated December 16, 1985

I, the undersigned, certify that this is a copy of a resolution duly passed by the Board of Directors of Agency Software, Inc.

Terry M. Artz
Secretary-Treasurer
Agency Software, Inc.

60138443

Mailed 5/23/86
Agency Software
104 Stuart Dr
Williamsport Md. 21795

782

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

AGENCY SOFTWARE, INC.

received for record January 13, 1986 , at 8:30 A.M.

and recorded on Film No. 2777 Frame No. 1520 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 № 23208

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

Return to: Agency Software, Inc.
104 Stuart Drive
Williamsport, Maryland 21795

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 781

LAND ☐ ☐

VAUGHN J. BAKER, CLERK

CORPORATIONS

784

35

RECEIVED FOR RECORD ON MAY 22, 1986 at 9:54 A.M.CORPORATION LIBER 35

AGENCY SOFTWARE, INC.

SPECIAL MEETING

Okay to Record
RECORD .50
.75
B 3617CHCK 1.25
01986 5-22 A9:54

UPON CONSIDERATION of the motion to change the resident agent after notice was duly waived, it was unanimous and

RESOLVED, that the resident agent of the Corporation in the State of Maryland be and he is hereby changed from Fred C. Wright, Jr., whose post office address is 49 Summit Avenue, Hagerstown, Maryland 21740, to Johnna F. Artz whose post office address is 104 Stuart Drive, Williamsport, Maryland 21795, and who is a resident of the State of 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 and proper acts incident thereto.

Johnna F. Artz
President
Agency Software, Inc.

Dated: December 16, 1985

I, the undersigned, certify that this is a copy of a resolution duly passed by the Board of Directors of Agency Software, Inc.

Terry M. Artz
Secretary-Treasurer
Agency Software, Inc.

1987 JAN 17 P 12:24

60178175

TRD 5/28/86
Agency Software
104 Stuart Dr.
Wmspt. Md. 21795

NOTICE OF CHANGE OF RESIDENT AGENT AND
AGENT'S ADDRESS

OF

AGENCY SOFTWARE, INC.

received for record January 17, 1986 , at 12:24 P. M.

and recorded on Film No. 2780 Frame No. 2263 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 № 23243

Special Fee Paid	$5.00
Recording Fee Paid	$3.00
Total	$8.00

Return to: AGENCY SOFTWARE, INC.
104 Stuart Drive
Williamsport, Maryland 21795

rc

STATE OF MARYLAND
WASHINGTON COUNTY
RECEIVED FOR RECORD

LIBER 35 FOLIO 783

LAND ☐ ☐
VAUGHN J. BAKER, CLERK

CORPORATIONS

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:16 P.M. CORPORATION LIBER 35

RECORD .50
B 5730CHCK .50
01906 6-10P12:1

CERTIFICATE OF CONVEYANCE

WASHINGTON COUNTY

Dear

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 Transfer have been filed in this Office.

1) The name of each party to the Articles is R. H. TEBBS HOME, INC. (A MD. CORP.)-TRANSFEROR and MELMARK, INC. (A DE. CORP.)-TRANSFEREE

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

MELMARK, INC. (A DE. CORP.)
Wayland Road
Berwyn, Pa. 19312

3) The Articles were accepted for record on February 10, 1986.

As Witness my hand and the Official seal of the said Department at Baltimore this 27th day of February, 1986.

Dean W. Kitchen
Corporate Administrator

AT 5-076

196197

RECEIVED FOR RECORD ON JUNE 10, 1985 at 12:17 P.M.CORPORATI ON LIBER 35

ARTICLES OF INCORPORATION

OF

THE BIKE SHOP, INC.

RECORD 5.00
5.00
01786 6-10P12:17

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Donald L. Stoner and Douglas L. Stoner, whose post office address is Route 1, Box 453, Smithsburg, Maryland 21783, 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 The Bike Shop, Inc.

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

To transact any business necessary for the retail sale of cycle equipment, bicycles, exercise equipment, etc.

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.

ER AND ELGIN, P.A.
TTORNEYS AT LAW
RSTOWN, MARYLAND

60518044

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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 1824-B Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Donald L. Stoner, Route 1, Box 453, Smithsburg, Maryland 21783. 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 three (3), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualifed are: Donald L. Stoner, Douglas L. Stoner and Margaret A. Stoner.

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 18th day of February, 1986.

WITNESS:

Susan Carol Eyi

Donald L. Stoner

Donald L. Stoner

Susan Carol Eyi

Douglas L. Stoner

Douglas L. Stoner

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

I HEREBY CERTIFY, that on this 18th day of February, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Donald L. Stoner and Douglas L. Stoner, and severally acknowledged the execution of the aforegoing Articles of Incorporation to be their voluntary acts and deeds.

WITNESS my hand and Official Notarial Seal.

Lori J. Thomas

Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
THE BIKE SHOP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 20,1986 AT 09:40 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

RECORDED IN LIBER 2791, FOLIO 2811, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2083996

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. Adkins

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196660

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:17 P.M. CORPORATION LIBER 35

DONALD A. BEAVER AND ASSOCIATES, 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 57320ACK 5.00
01986 6-10P12:17

FIRST: I, Elizabeth T. Beaver, whose post office address is 2080 Woodhill 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 Donald A. Beaver and Associates, Inc.

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

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

(1) To operate a Food Brokerage and also sell real estate of all types and classifications.

(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 2080 Woodhill Drive, Hagerstown, Maryland 21740. The name and address of the Resident Agent of the Corporation in this state is Douglas V.D. Beaver. 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 if One Hundred (100) shares of common stock, without par value.

60528180

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 Elizabeth T. Beaver

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 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 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 of 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 Article of Incorporation this 28th day of January, 1986, and I acknowledge the same to by my act.

WITNESS:

Susan C. Stine

Elizabeth T. Beaver Pres.

ARTICLES OF INCORPORATION
OF
DONALD A. BEAVER AND ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 20,1986 AT 01:16 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2791, FOLIO 282 7, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2084028

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 196663

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:17 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION
FOR
HICKS, INC.

FIRST: The undersigned, being all at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland:

050050 5.00
B 57330HCK 5.00
01586 6-10P12:17

Gary Hicks
Main Street Drawer F
Rohrersville, MD 21799

Harold Hicks
3368 Point of Rocks Road
Jefferson, MD 21755

SECOND: The name of the Corporation (hereinafter called "corporation") is Hicks, Inc.

THIRD: The purpose for which the corporation is formed is:

1. To purchase, build, maintain, repair and operate dump trucks and let same for hire for hauling, including letting for hire drivers therefor. Further to contract for the purpose of hauling.

2. To hire and employ agents and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee or otherwise, either alone or in company with others.

3. To have, use, alter, or abandon a corporate seal.

4. To transact its business, carry on its operations, and exercise the powers granted by this article in any state, territory, district, and possession of the United States and in any foreign country.

5. To make contracts and guarantees, incur liabilities and borrow money.

6. To sell, lease, exchange, transfer, convey, mortgage, pledge and otherwise dispose of any or all of its assets.

7. To issue bonds, notes, and other obligations and secure them by mortgage or deed of trust of any or all of its assets.

n E. Sauser, J.D., P.A.
TTORNEY AT LAW
0 West Potomac Street
nswick, Maryland 21716
(301) 834-7333

60058281

8. To acquire by purchase or in any other manner, and take, receive, own, hold, use, employ, improve, and otherwise deal with any interest in real or personal property, wherever located.

9. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise dispose of and otherwise use and deal in and with stock and other interests in and obligations of other Maryland and foreign corporations, associations, partnerships, and individuals.

10. To invest its surplus funds, lend money from time to time in any manner which may be appropriate to enable it to carry on the operations or fulfill the purposes specified in its charter, and take and hold real and personal property as security for the payment of funds so invested or loaned.

11. To elect its officers and appoint its agents, define their duties, determine their compensation, and adopt and carry into effect employee and officer benefit plans.

12. To adopt, alter, and repeal bylaws not inconsistent with law or its charter for the regulation and management of its affairs.

13. To exercise generally the powers set forth in its charter and those granted by law.

14. To do every other act not inconsistent with law which is appropriate to promote and attain the purposes set forth in its charter.

FOURTH: The post office address of the principal office of the corporation in Maryland is:

Main Street Drawer F
Rohrersville, MD 21799

The name and post office address of the resident agent of the corporation is:

Gary Hicks
Main Street
Drawer F
Rohrersville, MD 21799

Said resident agent is a citizen of Maryland and actually resides therein.

William E. Sauser, J.D., P.A.
ATTORNEY AT LAW
320 West Potomac Street
Brunswick, Maryland 21716
(301) 834-7333

FIFTH: The total number of shares of stock which the corporation has the authority to issue is one thousand (1,000) shares of common voting stock, all of one class, and having 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 which 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:

Gary Hicks
Main Street
Drawer F
Rohrersville, MD 21799

Harold Hicks
3368 Point of Rocks Road
Jefferson, MD 21755

SEVENTH: The duration of the corporation shall be perpetual.

EIGHTH: The Board of Directors may, upon approval of a majority of the stockholders holding stock entitled to vote, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock, and issue Articles supplementary.

NINTH: The pre-emptive right of a shareholder to acquire additional shares of the corporation shall be contingent upon such terms and conditions as shall be approved by the holders of two-thirds (2/3) of its shares entitled to vote or by its board of directors pursuant to like approval of the shareholders.

ım E. Sauser, J.D., P.A.
ATTORNEY AT LAW
20 West Potomac Street
unswick, Maryland 21716
(301) 834-7333

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and severally acknowledged the same to be our act on this 18th day of February, 1986.

WITNESS:

Barbara Jean Baker — Witness
Gary Hicks — Gary Hicks

Barbara Jean Baker — Witness
Harold L. Hicks — Harold Hicks

STATE OF MARYLAND, FREDERICK COUNTY: TO-WIT:

On this 18th day of February, 1986, before me, a Notary Public in and for said state, appeared Gary Hicks, personally known to me, and acknowledged to me that he executed the same for the purposes therein contained.

Witness my hand and official seal.

Barbara Jean Baker
Notary Public
My Commission Expires: 7/1/86

STATE OF MARYLAND, FREDERICK COUNTY: TO-WIT:

On this 18th day of February, 1986, before me, a Notary Public in and for said state, appeared Harold Hicks, personally known to me, and acknowledged to me that he executed the same for the purposes therein contained.

Witness my hand and official seal.

Barbara Jean Baker
Notary Public
My Commission Expires: 7/1/86

William E. Sauser, J.D., P.A.
ATTORNEY AT LAW
320 West Potomac Street
Brunswick, Maryland 21716
(301) 834-7333

798

ARTICLES OF INCORPORATION
OF
HICKS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 24,1986 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2084531

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 196818

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

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:18 P.M. LIBER 35

HAXTON AND COMPANY, INC.

ARTICLES OF INCORPORATION

RECORD 5.00
TRANSFER 5.00
6-10P12:18

FIRST: I, Walter Haxton, whose post office address is 718 Forest Street , being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To engage in land development speculation including but not limited to the doing of any and all business in contracting incidentail thereto, or connected therewith, and the doing and performing of any and all acts or things necessary, proper, or convenient for or incidential to the furtherance or the carrying out of the powers or purposes herein mentioned.

(2) To engage in the trucking business including but not limited to purchasing, owning, and leasing trucks of every size nature and description. To hire individuals to drive said trucks and enter into any and all contractual relationships as a result of said trucking business and to engage and enter into any other lawful purpose and/or business.

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

1985 FEB 24 P 10:59

FOURTH: The post office address of the principal office of the Corporation is 718 Forest Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Walter Haxton. 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 (5000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

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

60555600

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

The name of the director and sole stockholder of the Corporation who shall act as the director of the Corporation until the first annual meeting or until his successor is duly chosen and qualified is: Walter Haxton.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the 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 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 "Idemnification Section"), as amended from time to time, shall have the same meaning as provided in the indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28 day of January, 1986, and I acknowledge the same to be my act.

Walter Haxton

Walter Haxton

802

ARTICLES OF INCORPORATION
OF
HAXTON AND COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 24,1986 AT 10:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2084549

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196819

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

Reserve art

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:18 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

of

JOHN R. OLIVER REALTY, INC.

RECORD 5.00
B 5736CHCK 5.00
01986 6-10P12:18

This is to certify:

FIRST: That we, the subscribers, William Taylor Oliver, whose post office address is 254 North Colonial Drive, Hagerstown, Maryland 21740; and Irvin S. Blair, whose post office address is 209 Kelso Drive, Hagerstown, Maryland 21740, all being at least eighteen (18) years of age, do under and by virtue of the General Laws of the State of Marylnad 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 JOHN R. OLIVER REALTY, INC.

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

(a) To engage in the business of acting as an agent in the purchase and sale of residential and commercial real estate.

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

(c) To purchase or otherwise acquired, 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, or voting trust certificates for any shares of stock of, or any bonds or other securities or evidences of indebtedness issued or created by, any other corporation or association, organized under the laws of the State of Maryland or of any other state, territory, district, colony or dependency of the United States of America, or of any foreign country; and while the owner or holder of any such shares of stock, voting trust certificates, bonds, or other obligations, to possess and exercise in respect thereof any and all the rights, powers, and privileges of ownership, including the right to vote on any shares of stock so held or owned; and upon a distribution of the assets or a division of the profits of this Corporation, to distribute any

such shares of stock, voting trust certificates, bonds or other obligations or the proceeds thereof, among the stockholders of this Corporation.

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

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

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

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

The aforegoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance, and not in limitations 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 is Route 5, Box 2, Hagerstown, Maryland 21740. The resident agent of the Corporation is William Taylor Oliver, whose post office address is 254 North Colonial Drive, 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 the par value of Ten ($10.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand ($100,000.00) Dollars.

SIXTH: The Corporation shall have two Directors: William Taylor Oliver, 254 North Colonial Drive, Hagerstown, Maryland 21740 and Irvin S. Blair, 209 Kelso Drive, Hagerstown, Maryland 21740.

These two 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 of who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, and may 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, of the surplus of the Corporation or of the net profits arising from its business shall be declared in dividends and paid to the stockholder, 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 of other evidence 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, 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.

(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 February 21st, 1986 and severally acknowledge the same to be our act.

WITNESS:

Louise S. McNew — William Taylor Oliver (SEAL)
William Taylor Oliver

Louise S. McNew — Irvin S. Blair (SEAL)
Irvin S. Blair

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of FEBRUARY, 1986, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared William Taylor Oliver and Irvin S. Blair and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and official Notarial Seal.

Christina L. Kelso
Notary Public

My Commission expires:

CHRISTINA L. KELSO
NOTARY PUBLIC STATE OF MARYLAND
MY COMMISSION EXPIRES JULY 1, 1986

808

ARTICLES OF INCORPORATION
OF
JOHN R. OLIVER REALTY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 24,1986 AT 09:47 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2084614

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196826

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

ATS-060

Resume art

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:18 P.M. CORPORATION liber 35

ARTICLES OF INCORPORATION

of

OLIVER HOMES, INC.

RECORD 5.00
B 5737CHCK 5.00
01982 6-10P12:18

This is to certify:

FIRST: That we, the subscribers, William Taylor Oliver, whose post office address is 254 North Colonial Drive, Hagerstown, Maryland 21740; and Irvin S. Blair, whose post office address is 209 Kelso Drive, Hagerstown, Maryland 21740, all 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 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 OLIVER HOMES, INC.

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

(a) To acquire by purchase, lease, or option, or otherwise, lands and interests in lands and to own, hold, improve, develop and to manage any real estate so acquired and to erect or cause to be erected on any lands owned, held or occupied by the Corporation, buildings or other structures, and to rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied and to mortgage, sell, lease or otherwise dispose of any lands or interests in lands and in buildings or other structures at any time owned or held by the Corporation.

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

(c) To purchase or otherwise acquired, 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, 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

60558152

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 purposes.

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

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

The aforegoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance, and not in limitations 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 is Route 5, Box 2, Hagerstown, Maryland 21740. The resident agent of the Corporation is William Taylor Oliver, whose post office address is 254 North Colonial Drive, 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 the par value of Ten ($10.00) Dollars each, all of which shares are of one class and are designated common stock. The aggregate par value of all shares having par value is One Hundred Thousand ($100,000.00) Dollars.

SIXTH: The Corporation shall have two Directors: William Taylor Oliver, 254 North Colonial Drive, Hagerstown, Maryland 21740 and Irvin S. Blair, 209 Delso Drive, Hagerstown, Maryland 21740.

These two 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 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, 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 of other evidence 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, 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.

(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 February 21st, 1986 and severally acknowledge the same to be our act.

WITNESS:

Louise L. McNew — William Taylor Oliver (SEAL)
William Taylor Oliver

Louise L. McNew — Irvin S. Blair (SEAL)
Irvin S. Blair

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 21st day of FEBRUARY, 1986, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared William Taylor Oliver and Irvin S. Blair and severally acknowledged the aforegoing Articles of Incorporation to be their respective act.

WITNESS my hand and official Notarial Seal.

Christina L. Kelso
Notary Public

My commission expires:

CHRISTINA L. KELSO
NOTARY PUBLIC STATE OF MARYLAND
MY COMMISSION EXPIRES JULY 1, 1986

814

ARTICLES OF INCORPORATION
OF
OLIVER HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 24,1986 AT 09:47 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2084622

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196827

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

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:19 P.M. CORPORATION LIBER 35

Better Hearing Aids Co., 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
STATEMENT 5.00
01956 6-10P12:15

ARTICLES OF INCORPORATION

FIRST: I, Robert J. Kresslein whose post office address is 118 West Church Street, Frederick, Maryland 21701, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Better Hearing Aids Co., 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:

(a) To provide audiological testing, diagnosis of hearing problems, and the prescription and fitting of hearing aids and/or devices; and to engage in any other lawful purpose and/or business.

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

(c) To do each and everything necessary, suitable or proper for the accomplishment of any of the purposes or the attainment of any one or more of the subjects herein enumerated, or which may at any time appear conducive to or expedient for the protection or benefit of this corporation, and to do said acts as fully and to the same extent as natural persons might, or could do in any part of the world as principals, agents, partners, trustees or otherwise, either alone or in conjunction with any other person, association or corporation.

(d) The foregoing clauses shall be construed both as purposes and powers and shall not be held to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Maryland; and it is the intention that the purposes and powers specified in each of the paragraphs of this Article shall be regarded as independent purposes and powers. The nature of the business and the objects and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act or activitiy for which corporations may be organized under the General Corporation Law of Maryland.

FIFTH: The post office address of the principal office of the Corporation in this State is Oak Hill Avenue and Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is

60558565

Robert J. Kresslein, 118 West Church Street, Frederick, Maryland 21701. 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 5,000 shares of common stock, (without par value). All stock of the corporation shall be of the same class, common, and shall have the same rights and preferences.

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 one director, whose name is Nelson Gosnell.

EIGHTH:

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9 day of February, 1986, and I acknowledge the same to be my act.

Robert J. Kresslein

Robert J. Kresslein

ARTICLES OF INCORPORATION
OF
BETTER HEARING AIDS CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 26,1986 AT 11:05 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2084853

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196850

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

818

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:19 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

Interstate Fire Protection, Inc

RECORD 5.00
0 57190HOX 5.00
01986 6-10P12:19

THIS IS TO CERTIFY:

FIRST: The subscriber, G. Jeffery Kerns, whose post office address is 449 North Potomac St., 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 Interstate Fire Protection, Inc

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

(a) To purchase, build, install, or otherwise acquire, lease, hold, sell, transfer or in any manner encumber, automatic sprinkler systems and equipment, and other fire protection equipment including pipe, fittings, halon tanks, alarms and related equipment.

(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, copartnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, good will, franchises or assets by the issue, in accordance with the laws of Maryland, 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.

60528099

(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 449 North Potomac, 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 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 pecuniarly 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 by 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 20TH day of FEBRUARY, 1986.

James N. Fellgner

G. Jeffery Kerns

G. Jeffery Kerns

STATE OF MARYLAND, COUNTY OF WASHINGTON

THIS IS TO CERTIFY that on the 20th day of February, 1986, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared G. Jeffery Kerns, the aforegoing 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

822

ARTICLES OF INCORPORATION
OF
INTERSTATE FIRE PROTECTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 21,1986 AT 09:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2085462

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196890

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

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:19 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

ST. JOHN'S SHELTER FOR THE HOMELESS, INC.

RECORD 5.00
B 574 CHGE 5.00
01786 6-10P12:19

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 ST. JOHN'S SHELTER FOR THE HOMELESS, INC.

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

(A) To provide housing for indigent families.

(B) To buy, sell, mortgage, and receive any property, real, personal or mixed; to execute contracts, deeds, mortgages, leases, agreements, and other instruments; to receive, to take title to, hold, and use the proceeds of stocks, bonds, obligations, and other funds in any form whatsoever.

(C) The Corporation is organized exclusively for charitable purposes within the contemplation of Section 501 (c)(3) of the Internal Revenue Code of 1954 and its corresponding statute in the State of Maryland. The Corporation is organized for non-profit purposes. No part of the assets or 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 to pay reasonable compensation for services rendered.

(D) These descriptions of the purposes of the Corporation are intended to be descriptive of its functions, and are not intended to limit the functions of the Corporation. The Corporation is authorized to carry out any lawful function.

FOURTH: The post office address of the principal office of the Corporation in this State is 101 South Prospect Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Russell R. Marks, 1024 The Terrace, Hagerstown, Maryland 21740. Said resident agent is a citizen 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 Directors and qualifications

60528132

therefor 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 qualify are: Russell R. Marks; Lynn Logsden, and Lynn Diehl.

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

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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 5th day of February, 1986.

WITNESS:

Susan E. Becker

Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5th day of February, 1986, 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
ST. JOHN'S SHELTER FOR THE HOMELESS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 21,1986 AT 09:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2085553

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196899

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

826

asb

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:19 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

GM ENGINEERING, INC.

RECORD 3.00
CHECK 5.00
6-10-12:19

THIS IS TO CERTIFY:

FIRST: That I, Colette R. Mills, whose address is Main Street, P.O. Box 51, Chewsville, Maryland 21721, 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 corporation.

SECOND: The name of this Corporation, which is hereinafter referred to as the "Corporation", is GM ENGINEERING, INC.

THIRD: The period of existence shall be perpetual.

FOURTH: The purpose 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 for the design, development, manufacture, and sale of parts, equipment, and related components 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.

c. To do everything necessary or proper for the accomplishment of the purposes or the furtherance of the powers herein expressed, or incidental thereto, and to have and exercise all the powers now or hereafter conferred upon corporations by the

00568131

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 no way limited to or restricted by reference to or inference from the terms of any other clause of this or any other Article in these 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 Resident Agent of the Corporation shall be:

Douglas M. Mills
2314 Indian Cottage Road
Hagerstown, Maryland 21740

SIXTH: The Post Office address of the principal office of the Corporation in this State is: 2314 Indian Cottage Road, Hagerstown, Maryland 21740.

SEVENTH: The maximum amount of capital stock of this Corporation is to be 500 shares of common stock, bearing no par value, all of common class.

EIGHTH: The Corporation shall have two (2) director(s). The names and addresses of the initial directors are as follows:

Douglas M. Mills
2314 Indian Cottage Road
Hagerstown, Maryland 21740

Hugh H. Graff, Jr.
107 Wilcox Drive
Williamsport, Maryland 21795

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 term of office of each director shall be perpetual. Nothing herein will be construed to prevent a director's voluntary resignation at any time.

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

The 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 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.

TENTH: 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 executed these Articles of Incorporation on the 24th day of February, 1986.

Colette R. Mills
Colette R. Mills, Incorporator

DISTRICT OF COLUMBIA) ss:

THIS IS TO CERTIFY that on the 24th day of February, 1986, before the subscriber, a Notary Public in and for the District of Columbia, personally appeared Colette R. Mills, Incorporator, and did acknowledge the foregoing Articles of Incorporation to be her act and deed.

Witness my hand and seal this 24th day of February, 1986.

Marcia V Akan
Notary Public
My Commission Expires: June 14, 1988

830

ARTICLES OF INCORPORATION
OF
GM ENGINEERING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 25, 1986 AT 10:07 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2086494

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 197089

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

2002 022

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:20 P.M. CORPORATION LIBER 35

RECORD 5.00
37.00CK 5.00
01986 6-10P12:20

ARTICLES OF INCORPORATION

MAUGANSVILLE FEED SERVICE, INC.

FIRST: I, William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is Maugansville Feed Service, Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of manufacturing, custom mixing, and selling grains, animal feed, and animal health supplies; to perform all necessary and proper related services and activities; and to engage in any other lawful trade or business activity. The Corporation shall have all of the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes which are not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation is North Street, Post Office Box 498, Maugansville, Maryland 21767. The name and

60588030

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 One Hundred Thousand (100,000), all of one class called Common Stock. The par value of each share of Common Stock is One Dollar ($1.00) and the aggregate par value of all of the shares of common stock is One Hundred Thousand Dollars ($100,000.00).

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation. The names of the two directors who shall serve until the first annual meeting of the stockholders and until their successors are elected and qualify are Eldon L. Martin and Henry H. Moyer.

SEVENTH: The Corporation shall indemnify to the fullest extent all persons permitted to be indemnified by the Maryland Corporation Law, but shall not be required to purchase or maintain insurance on behalf of such persons.

IN WITNESS WHEREOF, I acknowledge these Articles of Incorporation to be my act this 24th day of February, 1986.

WITNESS:

Carolyn D. Spyler

William McC. Schildt

834

ARTICLES OF INCORPORATION
OF
MAUGANSVILLE FEED SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 26,1986 AT 02:01 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2087120

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 197152

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

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:20 P.M. CORPORATION LIBER 35

FIRST: The undersigned Teresa D. Stottlemyer acting as the Incorporator of a Corporation Rt. #3, Box 26, Boonsboro, MD 21713 and Joy L. Strider (by Linda M. Strider, Guardian) 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 Dianaco Electric, Inc.

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

A) To engage in the business of electrical contracting, subcontracting, management, consulting, electrical wiring, electrical installation, the sale and installation of electrical equipment, appliance, and the business of a general electrical contractor, and any other business related directly or indirectly to and including all phases or aspects of, but not limited to the electrical contracting/installation business.

B) 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, whatever and wherever situated.

C) To carry on, transact for itself or others as general merchants, brokers, agents, manufacturers, buyers, and sellers of dealers in, imports of any product and to lease or otherwize acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property whatever and wherever situated .

D) To design, produce, manufacture, fabricate, construct, duplicate, reproduce, undertake studies, and market products of every nature for any industry and any customer.

E) To act as management consultant to industries or businesses engaged in any and all areas of business in which the corporation might engage.

F) To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, good-will franchises and assets of every kind, of any corporation, partnership or individual (including the estate of a decedent), carrying on or having carried on in whole or in part of any of the aforesaid businesses or any other businesses that the Corporation my be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for and 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.

RECORD 5.00
0 STATEMENT 5.00
TOTAL 6-10P12:20

60668042

G) To carry on any of the businesses hereinafter enumerated for itself, or for account of others, or through others for its own account, and 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, and to do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland now or as amended from time to time.

H) 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, 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 limit at on relative to corporations which are contained in the general law of this State.

FOURTH: The post office address of the principal office of the corporation in this State is Rt #3, Box 26, Boonsboro, MD 21713. The name and post office address of the Resident Agent of the Corporation in this State is Teresa D. Stottlemyer, Rt #3, Box 26, Washington County, Boonsboro, MD 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 twenty thousand (20,000) 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 two. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Teresa D. Stottlemyer and Joy L. Strider (by Linda M. Strider, Guardian)

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:

A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of stock of any class or classes, with or without par value whether now or hereafter authorized.

B) The Board of Directors of the Corporation my 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.

C) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors and/or shareholders 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 transcription 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, any may vote thereat to authorize any such contract or transaction, with like force and effect as if her were not such director or officer of such other corporation or not so interested.

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 they 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 share 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, 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 ofthe existence of such provision be noted conspicously 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.

A) 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.

B) 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 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.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28st day of February , 1986, and we do acknowledge the same to be our individual act.

Teresa D. Stottlemyer

Teresa D. Stottlemyer

Joy L. Strider / Linda M. Strider

Joy L. Strider
(by Linda M. Strider, Guardian)

State of Maryland)
)SS
County of Washington)

On this day of ,1986, before me, a Notary Public in said County, personally appreared , 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 therin contained.

In witness whereof I hereunto set my hand and official seal.

Judith A. Nemzek

My Commission expires 7/1/86

840

ARTICLES OF INCORPORATION
OF
DIANACO ELECTRIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 06, 1986 AT 01:12 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 80	$ 20 5.00	$

D2088870

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 197340

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

RECORD 5.00

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:30 P.M. Corporation Liber 35

FIRST: The undersigned Gary A. Nycum acting as the Incorporator of a Corporation 132 N. Colonial Drive, Hagerstown, MD 21740 and Teresa D. Stottlemyer 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 Skyline Electric Inc.

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

A) To engage in the business of electrical contracting, subcontracting, management, consulting, electrical wiring, electrical installation, the sale and installation of electrical equipment, appliance, and the business of a general electrical contractor, and any other business related directly or indirectly to and including all phases or aspects of, but not limited to the electrical contracting/installation business.

B) 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, whatever and wherever situated.

C) To carry on, transact for itself or others as general merchants, brokers, agents, manufacturers, buyers, and sellers of dealers in, imports of any product and to lease or otherwize acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property whatever and wherever situated .

D) To design, produce, manufacture, fabricate, construct, duplicate, reproduce, undertake studies, and market products of every nature for any industry and any customer.

E) To act as management consultant to industries or businesses engaged in any and all areas of business in which the corporation might engage.

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

G) To carry on any of the businesses hereinafter enumerated

60868043

for itself, or for account of others, or through others for its own account, and 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, and to do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland now or as amended from time to time.

H) 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, 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 limit at on relative to corporations which are contained in the general law of this State.

FOURTH: The post office address of the principal office of the corporation in this State is 132 N. Colonial Drive, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gary A. Nycum, 132 N. Colonial Drive, Washington County, Hagerstown, MD 21740. Said Resident Agent is actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is twenty thousand (20,000) 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 two. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Gary A. Nycum and Teresa Stottlemyer

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:

A) The Board of Directors of the Corporation is hereby

empowered to authorize the issuance from time to time of shares of stock of any class, whether now or hereafter authorized, or securities convertible into shares of stock of any class or classes, with or without par value whether now or hereafter authorized.

B) The Board of Directors of the Corporation my 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.

C) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors and/or shareholders 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 transcription 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, any may vote thereat to authorize any such contract or transaction, with like force and effect as if her were not such director or officer of such other corporation or not so interested.

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 they 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 share 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, 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 ofthe existence of such provision be noted conspicously 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.

A) 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.

B) 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 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.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28st day of February , 1986, and we do acknowledge the same to be our individual act.

Gary A. Nycum
Gary A. Nycum

Teresa D. Stottlemyer
Teresa D. Stottlemyer

State of Maryland)
)SS
County of Washington)

On this day of ,1986, before me, a Notary Public in said County, personally appreared , 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 therin contained.

In witness whereof I hereunto set my hand and official seal.

Judith A. Nemzek

My Commission expires 7/1/86

846

ARTICLES OF INCORPORATION
OF
SKYLINE ELECTRIC INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 06,1986 AT 01:12 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 80	$ 20	$

D20888888

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 197341

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

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:37 P.M. corporation LIBER 35

FIRST: The undersigned John P. Strider, Jr. acting as the Incorporator of a Corporation 14 Maple Avenue, Boonsboro, MD 21713, and Teresa D. Stottlemyer 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 LynnMark Inc.

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

A) To engage in the business of general contracting, subcontracting, construction management, consulting, and any other business related directly or indirectly to and including any and all phases or aspects of, but not limited to the general contracting and/or construction business.

B) 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, whatever and wherever situated.

C) To carry on, transact for itself or others as general merchants, brokers, agents, manufacturers, buyers, and sellers of dealers in, imports of any product and to lease or otherwize acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property whatever and wherever situated .

D) To design, produce, manufacture, fabricate, construct, duplicate, reproduce, undertake studies, and market products of every nature for any industry and any customer.

E) To act as management consultant to industries or businesses engaged in any and all areas of business in which the corporation might engage.

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

G) To carry on any of the businesses hereinafter enumerated for itself, or for account of others, or through others for its own account, and carry on any other business which may be deemed

own account, and 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, and to do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland now or as amended from time to time.

H) 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, 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 limit at on relative to corporations which are contained in the general law of this State.

FOURTH: The post office address of the principal office of the corporation in this State is 14 Maple Avenue, Boonsboro, MD 21713. The name and post office address of the Resident Agent of the Corporation in this State is Linda M. Strider, 14 Maple Avenue, Washington County, Boonsboro, MD 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 twenty thousand (20,000) 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 two. 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. and Teresa Stottlemyer

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:

A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares

securities convertible into shares of stock of any class or classes, with or without par value whether now or hereafter authorized.

B) The Board of Directors of the Corporation my 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.

C) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors and/or shareholders 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 transcription 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, any may vote thereat to authorize any such contract or transaction, with like force and effect as if her were not such director or officer of such other corporation or not so interested.

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 they 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 share 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, 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 ofthe existence of such provision be noted conspicously 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.

A) 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.

B) 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 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.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 21st day of February , 1986, and we do acknowledge the same to be our individual act.

John P. Strider, Jr.

Teresa D. Stottlemyer

State of Maryland)
)SS
County of Washington)

On this day of ,1986, before me, a Notary Public in said County, personally appreared , 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 therin contained.

In witness whereof I hereunto set my hand and official seal.

Judith A. Nemzek

My Commission expires 7/1/86

852

ARTICLES OF INCORPORATION
OF
LYNNMARK INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 06, 1986 AT 01:12 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 80	$ 20 5.00	$

D2088896

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 197342

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

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:38 P.M. CORPORATION LIBER 35

FIRST: The undersigned Linda M. Strider acting as the Incorporator of a Corporation 14 Maple Avenue, Boonsboro, MD 21713, and Teresa D. Stottlemyer 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 Mecklenburg Construction Inc.

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

A) To engage in the business of general contracting, subcontracting, construction management, consulting, and any other business related directly or indirectly to and including any and all phases or aspects of, but not limited to the general contracting and/or construction business.

B) 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, whatever and wherever situated.

C) To carry on, transact for itself or others as general merchants, brokers, agents, manufacturers, buyers, and sellers of dealers in, imports of any product and to lease or otherwize acquire, hold, develop, improve, mortgage, sell, exchange, let, or in any manner encumber or dispose of real property whatever and wherever situated .

D) To design, produce, manufacture, fabricate, construct, duplicate, reproduce, undertake studies, and market products of every nature for any industry and any customer.

E) To act as management consultant to industries or businesses engaged in any and all areas of business in which the corporation might engage.

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

G) To carry on any of the businesses hereinafter enumerated for itself, or for account of others, or through others for its

60668940

own account, and 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, and to do anything permitted by Section 2-103 of the Corporation and Association Article of the Annotated Code of Maryland now or as amended from time to time.

H) 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, 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 limit at on relative to corporations which are contained in the general law of this State.

FOURTH: The post office address of the principal office of the corporation in this State is 14 Maple Avenue, Boonsboro, MD 21713. The name and post office address of the Resident Agent of the Corporation in this State is Linda M. Strider, 14 Maple Avenue, Washington County, Boonsboro, MD 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 twenty thousand (20,000) 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 two. The names of the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are: Linda M. Strider and Teresa Stottlemyer

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:

A) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares

of stock of any class, whether now or hereafter authorized, or securities convertible into shares of stock of any class or classes, with or without par value whether now or hereafter authorized.

B) The Board of Directors of the Corporation my 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.

C) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors and/or shareholders 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 transcription 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, any may vote thereat to authorize any such contract or transaction, with like force and effect as if her were not such director or officer of such other corporation or not so interested.

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 they 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 share 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, 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 ofthe existence of such provision be noted conspicously 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.

A) 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.

B) 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 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.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 21st day of February , 1986, and we do acknowledge the same to be our individual act.

Linda M. Strider

Linda M. Strider

Teresa D. Stottlemyer

Teresa D. Stottlemyer

State of Maryland)
)SS
County of Washington)

On this day of ,1986, before me, a Notary Public in said County, personally appreared , 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 therin contained.

In witness whereof I hereunto set my hand and official seal.

Judith A. Nemzek

My Commission expires 5/1/86

858

ARTICLES OF INCORPORATION
OF
MECKLENBURG CONSTRUCTION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 06, 1986 AT 01:12 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 80	$ 20 5.00	$

D2088904

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 197343

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

msk

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:38 P.M. CORPORATION LIBER 35

RECORD 5.00
B 57500CHCK 5.00
01986 6-10P12:37

M & R BAR, LIMITED

ARTICLES OF INCORPORATION

FIRST: I, GERALD LESTER SHINDLE, whose post office address is 2532 Virginia Avenue, Williamsport, Maryland 21795; being at least eighteen (18) years of age, hereby from 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 M & R Bar, Limited.

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

(1) To operate a bar and tavern and to engage in any other lawful purposes and/or business incidental thereto.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 2532 Virginia Avenue, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is GERALD LESTER SHINDLE, 2532 Virginia Avenue, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be three (3) which 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 LESTER SHINDLE, whose post office address is 2532 Virginia Avenue, Williamsport,

60698011

Maryland 21795, and BERNARD L. MILLS, whose post office address is 1032 Concord Street, Hagerstown, Maryland 21740, and BEATRICE DELORES REESE, whose post office address is Route 4, Box 355-A, Hagerstown, Maryland 21740.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issurance 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 interference 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 interference or otherwise in any manner to exclued or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of March, 1986, and I acknowledge the same to be my acts.

Gerald Lester Shindle

GERALD LESTER SHINDLE

ARTICLES OF INCORPORATION
OF
M & R BAR, LIMITED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 06,1986 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2090736

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 197621

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

AT5-060

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:38 P.M. CORPORATION LIBER 35

POOLE & POOLE, P.A.

ARTICLES OF INCORPORATION

FIRST: I, DAVID K. POOLE, Jr., whose post office address is 81 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland, 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

POOLE & POOLE, P.A.

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 Subtitle of said Corporations and Associations Article, as amended from time to time.

FOURTH: The post office address of the principal

00008451

office of the Corporation in this State is 81 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are David K. Poole, Jr., 81 West Washington Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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: David K. Poole, Jr. and D. Bruce Poole.

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

EIGHTH: The following provisions are hereby adopted

for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders:

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

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

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

3. 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 5th day of March, 1986, and I acknowledge same to be my act.

WITNESS:

_____ (SEAL)
David K. Poole, Jr.

_____

ARTICLES OF INCORPORATION
OF
POOLE & POOLE, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 07,1986 AT 10:07 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40	$ 20 5.00	$

D2090843

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 197632

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

868

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:39 P.M. CORPORATION LIBER 35

ARTICLES OF REVIVAL

Antietam Distributing 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 Antietam Distributing Corporation.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be Antietam Distributing 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 251 Antietam Street, 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 is Michael J. Schaefer, 100 West Washington Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: Prior to the filing of these Articles of Revival, the Corporation has:

(a) Filed all annual reports required to be filed by the Corporation or which would have been required to be filed by the Corporation if its Charter had not been forfeited; and

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

RECORD 5.00
A STRACHER 5.00
6-10P 12:39

R0768306

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 14th day of March, 1986.

ATTEST: ANTIETAM DISTRIBUTING CORPORATION

William E. King Jr
William E. King

By John M. McCardell
John M. McCardell

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

DATED: March 14, 1986

William E. King Jr
William E. King

John M. McCardell
John M. McCardell

March 17, 1986

AFFIDAVIT

I, John J. McElwee, Jr., President of Antietam Distributing Corporation, solemnly declare and affirm, this 17th day of March, 1986, under the penalties of perjury and upon personal knowledge that, as of January 1, 1986, and through the date of this Affidavit, Antietam Distributing Corporation owned no personal property.

John J. McElwee, Jr.

Witness my Notarial Seal this 17th day of March, 1986.

Notary Public

My Commission expires:
July 1, 1986

871

871

ARTICLES OF REVIVAL

OF

ANTIETAM DISTRIBUTING CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND March 17, 1986 AT 9:59 O'CLOCK a. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20	$ 30

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 197833

ZHJ

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

872

RECEIVED FOR RECORD ON JUNE 10, 1986 12:39 P.M. CORPORATION LIBER 35

BAND BOOSTERS OF THE SMITHSBURG AREA SCHOOLS, INC.

Articles of Revival

First: The name of the corporation at the time the charter was forfeited was BAND BOOSTERS OF THE SMITHSBURG AREA SCHOOLS, INC.

Second: The name which the corporation will use after revival is BAND BOOSTERS OF THE SMITHSBURG AREA SCHOOLS, INC.

Third: The name and address of the residen agent are

Harry A. Wacker
Smithsburg High School
Smithsburg, MD 21783

D0312827

RECORD 5.00
CHECK 5.00
6-10P12:39

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

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

Kevin L. Poole
Director

Sue Nehring
Director

Janet E. Bauchaid
Director

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Kevin L. Poole (insert name and title) of Smithsburg Band Booster (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.

Kevin L. Poole
KEVIN L. POOLE
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on 2/25/86 (insert date) before me, the subscriber, a notary public of the State of Maryland, in and for Washington County, Maryland (insert name or county for which notary is appointed) personally appeared Anne D. Davis (insert name of person swearing) and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and notarial seal

Glenn L. Dull
(Signature of notary public)

My Commission expires July 1, 1986.

874

ARTICLES OF REVIVAL

OF

BAND BOOSTERS OF THE SMITHSBURG AREA SCHOOLS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND March 14, 1986 AT 9:59 O'CLOCK a. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20	$ 10
	5.00	

TO THE CLERK OF THE 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.

ZHJ

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 197834

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:39 P.M. CORPORATION LIBER 35

H. A. WEISS & SONS, INC.

Articles of Amendment

H. A. Weiss & Sons, Inc., a Maryland corporation (the "Corporation") having its principal office in Washington County, Maryland, hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Articles of Incorporation of the Corporation are amended by:

A. Deleting Article SIXTH, and by substituting in lieu thereof the following:

RECORD 5.00
57540CHGK 5.00
01986 6-10P12:39

> "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, 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 individuals currently serving as directors are: Arthur A. Weiss, Gayl P. Weiss and Frank J. Wranitz. Said persons shall continue to serve as directors until the next annual meeting of the stockholders, or until their respective successors have been duly elected and qualified."

SECOND: The amendments to the Articles of Incorporation of the Corporation as set forth in these Articles of Amendment have been duly advised by the Directors of the Corporation, by unanimous written consent in accordance with Section 2-408 of the Maryland General Corporation Law, and approved by all of the Stockholders of the Corporation,

60778293

by unanimous written consent in accordance with Section 2-505 of the Maryland General Corporation Law.

IN WITNESS WHEREOF, these Articles of Amendment were signed and acknowledged this 14th day of March, 1986 in the name of and on behalf of the Corporation by its President and attested by its Secretary, and its President acknowledges this document to be the corporate act of the Corporation and states under the penalties of perjury that the matters and facts set forth herein with respect to approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Gaylord Weiss
Secretary

H. A. WEISS & SONS, INC.

By: Frank J. Wranitz
Frank J. Wranitz
President

5831f

X

877

ARTICLES OF AMENDMENT

OF

H.A. WEISS & SONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND March 18, 1986 AT 1:06 O'CLOCK p. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20	$

TO THE CLERK OF THE 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.

A 197843

ZHJ

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:40 P.M.
CORPORATION LIBER 35

RECORD 5.00
5 STEALTHOR 5.00
6-10P12:40

ARTICLES OF INCORPORATION

M & N LANDSCAPING AND SEEDING, INC.

FIRST: I, Frank J. Mathis, whose post office address is Route #1, Box 242-D, Williamsport, Maryland 21795 being over eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is M & N Landscaping and Seeding, Inc.

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

(1) To provide landscaping and seeding 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 Route #1, Box 242-D, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Frank J. Mathis, Route #1, Box 242-D, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock at $100.00 par value 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 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: Frank J. Mathis and Anthony M. Natelli, 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

60718066

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 day of March, 1986, and I acknowledge the same to be my act.

WITNESS:

Frank J. Mathis

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

I HEREBY CERTIFY, That on this 11th day of March, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Frank J. Mathis and acknowledged the aforegoing 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
M & N LANDSCAPING AND SEEDING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 12,1986 AT 08:11 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2093821

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198011

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

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:40 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION
of
RAUCH, WALLS AND LANE, INC.
(A Close Corporation)

RECORD 5.00
57562 CHCK 5.00
01986 6-10P12:40

THIS IS TO CERTIFY:

FIRST: The undersigned, Robert D. Rauch, whose post office address is P.O. Box 1620, 216 Bay Street, Easton, Maryland, 21601, being at least 18 years of age, acting as Incorporator, does hereby form a corporation under and by virtue of the General Laws of the State of Maryland, authorizing the formation of corporations.

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

RAUCH, WALLS AND LANE, INC.

THIRD: The Corporation is a close corporation as defined in Corporations and Associations, Section 4-201 of the Annotated Code of Maryland.

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

(a) To provide engineering, surveying and related services, and

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

FIFTH: That the post office address of the principal office of the Corporation in this State is P.O. Box 1620, 216 Bay Street, Easton, Talbot County, Maryland, 21601. The name and post office address of the resident agent of the Corporation in this State is Robert D. Rauch, P.O. Box 1620, 216 Bay Street, Easton, Talbot County, Maryland, 21601. Said resident agent is an individual, is a citizen of and actually resides in the State of Maryland.

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

SEVENTH: That the Corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one director, whose name is Robert D. Rauch.

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 "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.

60508599

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of March, 1986, and I acknowledge the same to be my act.

WITNESS:

James R. [illegible]

Robert D. Rauch

ROBERT D. RAUCH

884

ARTICLES OF INCORPORATION
OF
RAUCH, WALLS AND LANE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 10,1986 AT 11:16 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2094001

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198028

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

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:40 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

H K ELECTRIC, INC.

FIRST: I, Michael L. Hoffman, whose post office address is Route #1, Box 345, Boonsboro, Maryland, 21713, 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 H K ELECTRIC, INC.

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

(1) To engage in the business of electrical construction and installation; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route #1, Box 345, Boonsboro, Maryland, 21713. The name and post office address of the Resident Agent of the Corporation in this State is Michael L. Hoffman, Route #1, Box 345, Boonsboro, Maryland, 21713. 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.

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: Steven R. Kendle and Michael L. Hoffman.

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

60728040

(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 7th day of March, 1986, and I acknowledge the same to be my act.

WITNESS:

Michael L. Hoffman

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

I HEREBY CERTIFY, That on this 7th day of March, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Michael L. Hoffman and acknowledged the aforegoing 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

888

ARTICLES OF INCORPORATION
OF
H K ELECTRIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 12,1986 AT 08:13 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2094464

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198074

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

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:41 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

McCOMAS-ARMSTRONG INSURANCE AGENCY, INC.

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

FIRST: I, Gerald W. Spessard, whose post office address is 111 West Washington Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is McCOMAS-ARMSTRONG INSURANCE AGENCY, 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 and service of insurance; 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 111 West Washington Street, Hagerstown, Maryland, 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gerald W. Spessard, 111 West Washington 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 5,000 shares of no par value stock.

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

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

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

00058270
00058271

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 March, 1986, and I acknowledge the same to be my act.

WITNESS:

Stephanie D. Sword

Gerald W. Spessard
Gerald W. Spessard

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

I HEREBY CERTIFY, That on this 6th day of March, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gerald W. Spessard and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Stephanie D. Sword
Notary Public

My Commission Expires:
July 1, 1986

CONSENT TO CORPORATE NAME

McComas-Armstrong, Inc. by all of its undersigned shareholders and directors does hereby consent to the approval by the State Department of Assessments and Taxation of the name McComas-Armstrong Insurance Agency, Inc. for a corporation to be established pursuent to the laws of the State of Maryland by Gerald W. Spessard, incorporator.

This Consent to Corporate Name is granted this 6th day of March, 1986.

Joseph S. Ward, Jr.
Shareholder/Director

Joyce E. Wade
Shareholder/Director

892

ARTICLES OF INCORPORATION
OF
MCCOMAS-ARMSTRONG INSURANCE AGENCY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 10, 1986 AT 10:46 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2094811

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198107

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

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:42 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

MIKE BOWERS, INC.

RECORD 5.00
0 97600CHGK 5.00
01986 6-10P
12:42

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 MIKE BOWERS, INC.

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

To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used motorcycles and any parts and accessories used in connection therewith, and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies for all types of motorcycles.

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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, 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 672 Oak Hill Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Kenneth J.

60518189

Mackley, 35 East Washington Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) 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 T. Michael Bowers, Gregory L. Murray and Sandra K. Miller.

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 18th day of February, 1986.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 18th day of February, 1986, 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
MIKE BOWERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 20, 1986 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

RECORDED IN LIBER 2791, FOLIO 0201, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2083319

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196613

896

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12;42 P.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

BEE TREE FARMS, INCORPORATED

We, Gordon Lee Davis and Ruth Scherrer Davis, both of 2023 Jefferson Boulevard, Hagerstown, Maryland 21740, and both being at least eighteen (18) years of age and acting as incorporators, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

FIRST: The name of the corporation shall be Bee Tree Farms, Incorporated (hereinafter referred to as "the Corporation").

SECOND: The purposes for which the Corporation is formed are to engage in the raising, production and distribution of, and other activities related to, honeybees and honeybee products; to engage in any lawful purpose and/or business; and to do anything permitted by Section 2-103 of the Corporations and Associations Article of the Code of Maryland, as amended from time to time.

THIRD: The address of the principal office of the Corporation in this State is 25 East Antietam Street, Hagerstown, Maryland 21740.

FOURTH: The Resident Agent of the Corporation shall be Gordon Lee Davis; and his address is 2023 Jefferson Boulevard, 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 one class 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 which shall not be less than three; except that, if there is no stock outstanding, the number of directors may be less than three but not less than one; or, 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 or annual meeting, or until successors are duly chosen and qualified, are: Gordon Lee Davis and Ruth Scherrer Davis, both of 2023 Jefferson Boulevard, Hagerstown, Maryland 21740.

SEVENTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of 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 Corporation may exist perpetually.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 13th day of February, 1986, and we acknowledge the same to be our acts and deeds.

WITNESS:

Gordon Lee Davis

Ruth Scherrer Davis

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

I HEREBY CERTIFY that on this 13th day of February, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Gordon Lee Davis and Ruth Scherrer Davis, who signed the aforegoing Articles of Incorporation of Bee Tree Farms, Incorporated, and acknowledged the same to be their voluntary acts and deeds.

WITNESS my Hand and Official Notarial Seal.

Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
BEE TREE FARMS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 18, 1986 AT 09:47 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

H

RECORDED IN LIBER 2790, FOLIO 2113, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20 5.00	$

D2081172

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

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196374

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:42 P.M.
CORPORATION LIBER 35

RECORD 5.00

THE CUSTOMIZER'S, INCORPORATED

ARTICLES OF AMENDMENT

CONTAINING ELECTION TO BECOME A CLOSE CORPORATION

THE CUSTOMIZER'S, INCORPORATED, a Maryland Corporation having its principal offices at 2754 Pennsylvania Avenue, Hagerstown, Washington County, 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 by adding a new Article TENTH, as follows;

> "TENTH: The Corporation shall be a close Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland.

SECOND: The Charter of the Corporation is hereby amended by striking in its entirety Article SIXTH and by substituting in lieu thereof, the following:

> "SIXTH: The number of Directors of the Corporation shall be three (3), which number which may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that, so long as there are less than three (3) stockholders, the number of Directors may be less than three (3), but not less than the number of stockholders. The names of the Directors who shall act until the next annual meeting or until their successors are duly chosen and qualified, are: Kelly F. Eakle, Cynthia L. Eakle, Ronald Webb and Bill Martin.

THIRD; By written inforaml action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action, unanimously taken by the stockholders of the Corporation, in accordance with Section 2-505 of the Corporations and Associations Article of the

Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, CUSTOMIZER'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 hereunder affixed and attested by its Secretary on this 20TH day of FEB, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of The CUSTOMIZER'S INCORPORATED, an 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:

Cynthia L. Eakle
Cynthia L. Eakle, Secretary

THE CUSTOMIZER'S INCORPORATED

BY: Kelly F. Eakle
Kelly F. Eakle, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 20th day of February, 1986, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Kelly F. Eakle, President of The Customizer's, Incorporated, and did acknowledge the aforegoing Articles of Amendment to be the act and deed of said Corporation.

WITNESS my hand and Official Notarial Seal.

Robert Franklin Bowen
Notary Public

My Commission Expires:
7-1-86

902

ARTICLES OF AMENDMENT

OF

THE CUSTOMIZERS, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND February 21, 1986 AT 10:09 O'CLOCK a. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2791, FOLIO 1980, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20 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.

Gail B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196245

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:45 P.M. CORPORATION LIBER 35

ARTICLES OF AMENDMENT OF

HAGERSTOWN AREA YOUTH SOCCER LEAGUE, INC.

AES020 5.00
B 5764PAGE 5.00
01956 6-10P12:4

THIS IS TO CERTIFY THAT:

Hagerstown Area Youth Soccer League, a Maryland Corporation, having its principal office in Washington County, Maryland (hereinafter called Corporation), hereby certifies to the Department of Assessments and Taxation that pursuant to resolution advised by the Board of Directors unanimously passed by the holders of all outstanding stock (none being subscribed for) it was Resolved:

FIRST, Article SEVENTH of the Charter of the Corporation is hereby amended by deleting it in its entirety and replacing it with the following paragraph:

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

60528130

to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes."

IN WITNESS WHEREOF, Hagerstown Area Youth Soccer League, 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 18th day of February, 1986.

ATTEST:

HAGERSTOWN AREA YOUTH SOCCER LEAGUE, INC.

Clara Krumpe
Clara Krumpe, Secretary

BY: Dael E. Copeland
Dael E. Copeland, President

(SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 18th day of February, 1986, before me, the subscriber, a Notary Public in and for the State of Maryland in and for the County of Washington, personally appeared DAEL E. COPELAND, President of Hagerstown Area Youth Soccer League, 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 Clara Krumpe 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. Becker
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF AMENDMENT

OF

HAGERSTOWN AREA YOUTH SOCCER LEAGUE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND February 21, 1986 AT 8:30 O'CLOCK a. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2791, FOLIO 1946, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 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.

Paul B. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196238

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:46 P.M. CORPORATION LIBER 35

KOHN, SAVETT, MARION & GRAF, P.C.

2400 ONE READING CENTER, 1101 MARKET STREET

PHILADELPHIA, PENNSYLVANIA 19107

(215) 238-1700

HAROLD E. KOHN
STUART H. SAVETT
DAVID H. MARION
BAYARD M. GRAF
SAMUEL E. KLEIN
DAVID H. WEINSTEIN
ROBERT A. SWIFT
WAYNE M. THOMAS
DIANNE M. NAST
ELKAN M. KATZ
ROBERT J. LAROCCA
KATHERINE HATTON
BARBARA A. PODELL
JOSEPH C. KOHN
WILLIAM B. LYTTON
MARY E. KOHART
KEVIN COLE
KATHARINE RYAN

WASHINGTON OFFICE

KOHN, MILSTEIN, COHEN & HAUSFELD
SUITE 600
1401 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005
(202) 628-3500

JERRY S. COHEN
HERBERT E. MILSTEIN
MICHAEL D. HAUSFELD
STEVEN J. TOLL
PATRICIA F. BAK
ANN C. YAHNER
LISA M. MEZZETTI

MEMBERS
DISTRICT OF COLUMBIA BAR

January 29, 1986

RECORD 5.00
TRANSFER 5.00
6-10-86 12:46

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

Re: Melmark, Inc.
D/B/A Anita Lynne Home, Inc.
Corporate Identification No. F2008878

Dear Sirs:

This office represents Melmark, Inc., D/B/A Anita Lynne Home, Inc., a Delaware Nonprofit Corporation, qualified in the State of Maryland.

Mr. and Mrs. Richard H. Tebbs, the founders of the Anita Lynne Home, Inc., as a Maryland charitable corporation, providing care for mentally retarded children, were inspired to do so by my clients, Mildred and Paul Krentel, who founded The Melmark Home, a similar Pennsylvania operation. Unfortunately, the health of Mrs. Audrey Tebbs, who operated Anita Lynne Home, has deteriorated with several by-pass operations, and she found she could not continue.

Accordingly, she asked the Krentels to take over this operation of Anita Lynne Home, which they did by having

60410001

Film letter, then file letter

To Maryland State Dept. of
Assessments
January 29, 1986

~~Not Q~~
Q W. an
AKA
9/30/85

Melmark formed in Delaware, and then qualified in Maryland.

The Tebbs then caused the assets of their Anita Lynne Home to be given by gift to Melmark, Inc., without consideration, except that Melmark, Inc. assumed the then outstanding mortgage on the Anita Lynne Home property to the Farmers and Merchants Bank of Hagerstown, Maryland, having a principal balance due thereon, as of the date of transfer, November 2, 1985, of $28,385.14.

In the meantime, the Anita Lynne Home, Inc. changed its corporate name to R.H. Tebbs Home, Inc., so as to permit Melmark, Inc., D/B/A Anita Lynne Home, Inc., to qualify in Maryland.

The Anita Lynne Home, Inc. was a duly qualified Section 501(c)3 charitable organization under the Internal Revenue Code and Melmark, Inc. is presently in the process of similarly qualifying, after having assumed and continuing the identical operation.

Yours sincerely,

Bayard M. Graf

Bayard M. Graf

BMG:rp

ARTICLES OF TRANSFER
BETWEEN

R.H. TEBBS HOME, INC. (Transferor)
AND
MELMARK, INC. (Transferee)

THIS IS TO CERTIFY:

FIRST: R.H. TEBBS HOME, INC. (hereinafter referred to as "Transferor"), agrees to sell to MELMARK, INC. (hereinafter referred to as "Transferee"), in the manner hereinafter set forth, substantially all of its property and assets consisting of the fee simple property located in Washington County, Maryland and described in Exhibit A attached hereto.

SECOND: Transferor is R.H. TEBBS HOME, INC., a corporation organized under the laws of the State of Maryland.

Transferee is MELMARK, INC., a corporation organized under the laws of the State of Delaware.

THIRD: The name, address, and principal place of business of Transferee are:

Melmark, Inc.
Wayland Road
Berwyn, PA 19312

RESIDENT AGENT:
The Corporation Trust Incorporated
32 South Street
Baltimore, Maryland 21202

FOURTH: R.H. TEBBS HOME, INC., has its principal office in Washington County and owns land only in Washington County. MELMARK, INC. has its principal MARYLAND office in Washington County.

FIFTH: In consideration of the sum of $ 28,385.14, Transferor does hereby bargain, sell, convey, deed, grant, transfer, set over and assign unto MELMARK, INC., its successors and assigns, in fee simple, all that property situate in Washington County, Maryland and described in Exhibit A. Transferor covenants that it will warrant specially the interest hereby granted and conveyed and that it will execute such further assurances as may be requisite.

SIXTH: Transferee does not assume any of the debts or obligations of Transferor, except the obligation of a Mortgage from Anita Lynne Home, Inc., to Farmers and Merchants Bank of Hagerstown, Maryland, dated August 8, 1973 and recorded August 9, 1973 in Liber 565 at folio 320, which now has an outstanding principal balance of $ 28,385.14.

6641509

SEVENTH: The Board of Directors of Transferor, 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 to Transferee, as herein set forth, is advisable, and directing that these Articles of Transfer be submitted for action thereon by the sole shareholder of Transferor by written consent of the sole shareholder, all as required by the Corporations and Associations Article of the Maryland Code and the charter of Transferor.

EIGHTH: The Board of Directors of MELMARK, INC., by resolution adopted at a special meeting thereof and filed with the minutes of the proceedings of the Board, duly adopted a resolution approving these Articles as they apply to MELMARK, INC., all as required by the Corporations and Associations Article of the Maryland Code and the charter of MELMARK, INC.

WITNESS the hands and seals of the parties hereto.

ATTEST:

Audrey R. Tebbs
Assistant Secretary
Audrey R. Tebbs,

Transferor:
R.H. TEBBS HOME, INC.

BY: Richard H. Tebbs (SEAL)
Richard H. Tebbs, President

Transferee:
MELMARK, INC.

Bayard M. Graf
~~Assistant~~ Secretary
Bayard M. Graf,

BY: Paul A. Krentel (SEAL)
Paul A. Krentel, President

STATE OF MARYLAND
COUNTY OF WASHINGTON
_____,ss:

I HEREBY CERTIFY that on this 2nd day of November 1985, before me, the undersigned, personally appeared Richard H. Tebbs who acknowledged himself to be the President of R.H. TEBBS HOME, INC., a corporation, and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

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

Ruth Ann Brown
Notary Public

My commission expires: July 1, 1986

STATE OF MARYLAND
COUNTY OF WASHINGTON ss:

I HEREBY CERTIFY that on this 2nd day of November 1985, before me, the undersigned, personally appeared Paul A. Krentel who acknowledged himself to be the President of MELMARK, INC., a corporation and that he as such President, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

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

Notary Public

My commission expires: July 1, 1986

EXHIBIT "A"

All that parcel of land situate along the Southeast side of the Broadfording Church Road, approximately one-half mile Southwest from its intersection with the Cearfoss-Fairview Road, in Election District No. 13, Washington County, Maryland, and being more fully described according to a survey made, plat and description prepared by Joseph H. Seibert, Engineer & Surveyor, on or about the 19th day of October, A.D. 1972, as follows:

Beginning at a spike in or near the midde of said Road, said spike being at the end of the first line of the deed from the Grantors herein to Blair W. Dunkleberger and Martha R. Dunkleberger, his wife, dated December 7, 1963, and recorded in Liber No. 402, Folio 97, one of the Land Records of Washington County, and running thence back from said Road with the second line of said deed and along the Northeast side of a lane, South 64 degrees 16 minutes East 208.52 feet to an iron pipe, thence continuing in a straight line South 64 degrees 16 minutes East 282.64 feet to a stake, thence South 25 degrees 58 minutes West 244.35 feet to a stake, thence North 64 degrees 02 minutes West 159.92 feet to a stake, thence South 27 degrees 55 minutes West 660.2 feet to a stake in the existing fence line, thence along said fence line and binding on the lands of David T. McKee, North 53 degrees 45 minutes West 631.0 feet to a spike in or near the middle of the said Broadfording Church Road, thence along or near the middle thereof, North 47 degrees 32 minutes East 848.97 feet to the place of beginning;
CONTAINING 10.42 acres of land, more or less.

912

ARTICLES OF TRANSFER

BETWEEN

R. H. TEBBS HOME, INC. (A MD. CORP.)-TRANSFEROR

AND

MELMARK, INC. (A DE. CORP.)-TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND February 10, 1986 AT 10:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2791, FOLIO 2505, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.	$

4.00 Land Record OFfice of Washington County

$24.00 Total 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. Anderson

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196197

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:47 P.M. CORPORATION LIBER 35

KAETZEL'S SERVICE COMPANY, INC.

ARTICLES OF REVIVAL

RECORD 5.00
B 5766CHCK 5.00
01986 6-10P12:47

First: The name of the corporation at the time the charter was forfeited was Kaetzel's Service Company, Inc.

Second: The name which the corporation will use after revival is Kaetzel's Service Company, Inc.

Third: The name and address of the resident agent are: Robert L. Kaetzel, #1 Main Street, Brownsville, Maryland 21715

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

Fifth: At or prior to the filing of the 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 taxes, and all interest and penalties due by the corporation or which would have become due if the charter had not been forfeited whether or not barred by limitations.

Sixth: The address of the principal office in this state is #1 Main Street, Brownsville, Maryland.

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 and deed as said corporate officers.

Robert L Kaetzel Pres
Robert L. Kaetzel, Last Acting President

Virginia Kaetzel Sec
Virginia L. Kaetzel, Last Acting Secretary

60458214

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Robert L. Kaetzel, President of KAETZEL'S SERVICE COMPANY, 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.

KAETZEL'S SERVICE COMPANY, INC.

Robert L. Kaetzel, Pres.

Robert L. Kaetzel, President
(PRINT NAME BENEATH SIGNATURE)

I hereby certify that on January 3, 1986 before me, the
(insert date)

subscriber, a notary public of the State of Maryland, in and for Washington County, Maryland personally appeared
(insert name or county for which notary is appointed)

Robert L. Kaetzel 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

Virginia Kaetzel
(Signature of notary public)

My Commission expires 7-1-1987.

[redacted]

ARTICLES OF REVIVAL

OF

KAETZEL'S SERVICE COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND February 14, 1986 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2791, FOLIO 2453, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20. 5.00	$ 30.

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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND 1632

A 196191

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:47 P.M. CORPORATION LIBER 35

ARTICLES OF MERGER

MERGING

GLEN S. DAVIS INSURANCE, INC.

(a corporation of the State of Maryland)

INTO

SETTLES-NIGH INCORPORATED

(a corporation of the State of Maryland)

AND

CHANGING NAME OF SURVIVING CORPORATION

(to Stine Davis of Maryland, Inc.)

FIRST: Glen S. Davis Insurance, Inc., a corporation organized and existing under the laws of the State of Maryland, and Settles-Nigh Incorporated, a corporation organized and existing under the laws of the State of Maryland, agree that said Glen S. Davis Insurance, Inc., shall be merged into said Settles-Nigh Incorporated. The terms and conditions of the merger and the mode of carrying the same into effect are as herein set forth in these Articles of Merger.

SECOND: The parties to the articles of merger are Settles-Nigh Incorporated, a corporation organized and existing under the laws of the State of Maryland, and Glen S. Davis Insurance, Inc., a corporation organized and existing under the laws of the State of Maryland.

THIRD: Settles-Nigh Incorporated, shall survive the merger and shall conduct business under the name Stine Davis of Maryland, Inc., as provided for below.

FOURTH: No amendment is made to the charter of the surviving corporation as part of the merger; except that the name of the surviving corporation shall be Stine Davis of Maryland, Inc.

FIFTH: The total number of shares of stock of all classes which said Settles-Nigh Incorporated, has authority to issue is Five Thousand (5,000) shares. All of said shares being shares of common stock of the par value of Ten Dollars ($10.00) each, of the aggregate par value of Fifty-Thousand Dollars ($50,000.00).

The total number of shares of all classes which said Glen

60508010
60508011

S. Davis Insurance, Inc., has authority to issue is Ten-Thousand (10,000) shares, no par value.

SIXTH: The manner and basis of converting or exchanging issued stock of the constituent corporations into different stock or other consideration and of dealing with any issued stock of the constituent corporations not to be so converted or exchanged shall be as follows:

a. Each share of Glen S. Davis Insurance, Inc., common stock, if any, which remains unissued on the effective date of this merger shall be cancelled.

b. All shares of Settles-Nigh Incorporated, common stock which is issued and outstanding on the effective date shall be converted or exchanged by the successor corporation into One Hundred (100) shares of Stine Davis of Maryland, Inc., common stock, Ten Dollars ($10.00) par value.

c. All shares of Glen S. Davis Insurance, Inc., which is issued and outstanding on the effective shall be converted or exchanged by the successor into One Hundred (100) shares of Stine Davis of Maryland, Inc., common stock, Ten Dollars ($10.00) par value.

SEVENTH: Upon the Effective Date:

a. The assets and liabilities of Glen S. Davis Insurance, Inc., shall be taken up on the books of the Successor at the amount at which they shall at that time be carried on the books of Glen S. Davis Insurance, Inc,, subject to such adjustments, if any, as may be necessary to conform to the Successor's accounting procedures, and

b. All of the rights, privileges, immunities, powers, purposes, and franchises of Glen S. Davis Insurance, Inc., and all property, real estate, personal and mixed, and all debts due to Glen S. Davis Insurance, Inc. on whichever amount shall be vested in the Successor, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Successor as they were of Glen S. Davis Insurance, Inc., and all debts, liabilities, obligations and duties of Glen S. Davis Insurance shall thenceforth attach to the Successor and may be enforced against it to the same extent as if said debts, liabilites, obligations and duties had been incurred or

contracted by it.

The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writting at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgement of their respective Board of Directors.

EIGHTH: The principal office of said Settles-Nigh Incorporated, organized under the laws of the State of Maryland, is located at 205 South Potomac Street, City of Hagerstown, County of Washington, State of Maryland.

NINTH: Neither of the Constituent Corporations own property in the State of Maryland, the title to which could be effected by the recording of an instrument among the Land Records.

TENTH: The Board of Directors of Glen S. Davis Insurance, Inc., on September 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 advised, authorized and approved and directing their submission to a special meeting of stockholders held on September 13, 1985, a notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was mailed to each stockholder on September 3, 1985, a date at least ten days in advance of the said meeting of stockholders. The Articles of Merger were duly submitted to and approved by the affirmative vote of two-thirds of all of the votes entitled to be cast thereon at the said meeting of stockholders, as required by the Charter of Glen S. Davis Insurance, Inc., and the Laws of the State of Maryland.

ELEVENTH: The Board of Directors of Settles-Nigh Incorporated, on September 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 thses Articles of Merger was advised, authorized and approved and directing their submission to a special meeting of stockholders held on September 13, 1985, a notice stating that a purpose of the said meeting of stockholders would be to take action upon these Articles of Merger was mailed to each stockholder on September 3, 1985, a date at least ten days in advance of the said meeting of stockholders. The Articles of Merger were duly submitted to and approved by the affirmative vote of two-thirds of all of the votes entitled to be cast thereon at the said meeting of stockholders, as required by the Charter of Settles-Nigh Incorporated, and the Laws of the State of Maryland.

TWELFTH: These Articles of Merger shall become effective upon acceptance by the Maryland Department of Assessments and Taxation.

IN WITNESS WHEREOF, Glen S. Davis Insurance, Inc., and Settles-Nigh Incorporated, the corporations parties to the merger, have caused these articles of merger to be signed in their respective corporate names and on their behalf by their respective presidents and witnessed or attested by their respective secretaries all as of the 28 day of JANUARY, 19 86.

ATTEST:

GLEN S. DAVIS INSURANCE, INC.

BY: _____
Glen S. Davis, President

ATTEST:

SETTLES-NIGH INCORPORATED

BY: _____
Lee E. Stine, Jr., President

THE UNDERSIGNED, President of Glen S. Davis Insurance, Inc., who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Glen S. Davis

THE UNDERSIGNED, President of Settles-Nigh Incorporated, who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Lee E. Stihe, Jr.

ARTICLES OF MERGER

MERGING

GLEN S. DAVIS INSURANCE, INC. (A MD. CORP.)

INTO

SETTLES - NIGH INCORPORATED (A MD. CORP.)-SURVIVOR

Changing its name to

STINE DAVIS OF MARYLAND INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND February 18, 1986 AT 3:00 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2791, FOLIO 2439, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00 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. Adams

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 196189

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:48 P.M. CORPORATION LIBER 35

922

ARTICLES OF AMENDMENT

OF

RAYMOND R. STALEY, INC.

RECORD 5.00
STEALCHECK 5.00
6-10P12:48

Raymond R. Staley, Inc., a Maryland corporation having its principal offices at Route #2, Pinesburg, Williamsport, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments & 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 (which is hereinafter called the Corporation) is: "STALEY'S AUTO PARTS, INC."

SECOND: The Charter of the Corporation is hereby further amended by deleting therefrom in its entirety ARTICLE FOURTH and by substituting in lieu thereof the following new ARTICLE FOURTH:

"FOURTH: The post office address of the principal office of the Corporation in this State is: Route #2, Pinesburg, Williamsport, Washington County, Maryland. The name and post office address of the resident agent of the Corporation in this State is: Donald W. Staley, Route #2, Box 280A, Pinesburg, Williamsport, Maryland 21795. Said resident agent is an individual actually residing in this State."

THIRD: By special meeting of the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-502(a) 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 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 the foregoing amendments.

IN WITNESS WHEREOF, Raymond R. Staley, Inc. has duly 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 January, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of Raymond R. Staley, Inc. and, under penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are and true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Raymond R. Staley Inc

Linda J. Staley
Linda J. Staley
Secretary

RAYMOND R. STALEY, INC.

BY: Donald W. Staley
Donald W. Staley
President

ARTICLES OF AMENDMENT

OF

RAYMOND R. STALEY INC.

CHANGING IT'S NAME TO:

STALEY'S AUTO PARTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND February 13, 1986 AT 11:42 O'CLOCK a.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

RECORDED IN LIBER 2789, FOLIO 1083, OF THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

ORGANIZATION & CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

ZHJ

A 196129

RECEIVED FOR RECORD ON JUNE 10, 1986 at 12:54 P.M. CORPORATION Liber 35

ARTICLES OF INCORPORATION

INTERIOR SYSTEMS, INC.

FIRST: The undersigned, George A. Stone, whose post office address is 332 Meadowlark Avenue, Hagerstown, Maryland 21740; Helene E. Stone, whose post office address is 332 Meadowlark Avenue, Hagerstown, Maryland 21740; and Joseph C. Kovars, 2108 Ross Road, Silver Spring, Maryland 20910; each being at least eighteen (18) years of age, do hereby associate ourselves as incorporators with the intent of forming a corporation under and by virtue of the General Corporate Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called "Corporation") is Interior Systems, Inc.

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

A. To engage in and carry on a general contracting business, said business to include, but not limited to the interior construction work, construction of structures of all kinds, as well as grading, paving, construction and repairing roads, streets, alleys and sidewalks and buildings; erecting, altering and repairing buildings, and any and all classes of construction; to manufacture, buy, sell, quarry, process and deal in interior building supplies and materials, brick, stone, lumber, cement, sand, rock asphalt and all related materials and derivatives; to dig, dredge, mine, quarry, manufacture and refine sand, asphalt, limestone and other stones and materials, derivatives, and by-products, cutback asphalts, bituminous emulsions and similar products used in waterproofing and construction operations; and to manufacture, purchase, own, hold,

lease, sell, or otherwise dispose of and deal in all necessary machinery, fixtures, plants, shops, buildings, apparatus, tools and equipment necessary to carry on said business.

B. To make and purchase materials for the construction of buildings, to erect buildings; to conduct and carry on the business of builders and contractors for the purpose of building, erecting, altering, repairing or doing any other work in connection with any and all classes of building and improvements of any kind and nature whatsoever, including the location, laying out and construction of roads, avenues, docks, slips, sewers, bridges, wells, walls, canals, railroad to street railways, power plants, and generally in all classes of buildings, erections and works, both public and private, or integral parts thereof.

C. To manufacture, purchase or acquire in any lawful manner and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and property of any and every class and description and in any part of the world.

D. To acquire the good will, rights and property, and to undertake the whole or any part of the assets or liabilities of any person, firm, associations or corporation; to pay for the same in cash, the stock of this Corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

E. To apply for, purchase or in any manner to acquire, and to hold, own, use and operate, and to sell or in any manner to dispose of, and to grant license or other rights in respect of, and in any manner deal with, any and all rights,

inventions, improvements and processes used in connection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate and to sell or in any manner dispose of, and to grant license or other rights, inventions, improvements, and processes used in conection with or secured under letters patent or copyrights of the United States or other countries, or otherwise, and to work, operate or develop the same and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.

F. 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 or indebtedness created by any other corporation or corporations of this United States or any other state, country, nation or government, and while the owner of said stock may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

G. To enter into, make and perform contracts of every kind with any person, firm, association or corporation, municipality, body politic, country, territory, state, government, or colony or dependency thereof, and without limit as to amount to draw, make, accept, endorse, discount, execute, and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or transferable instruments and evidences of indebtedness whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Maryland.

H. 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 restriction as to place or amount.

I. To do any or all of the things herein set forth in the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise and either alone or in company with others.

J. In general, to carry on any other business in connection therewith, whether construction or otherwise, not forbidden by the laws of the State of Maryland.

K. The foregoing enumeration of the purposes, objects, and businesses of the Corporation is made in furtherance of and not in limitation of the powers conferred upon the Corporation by law, and is not intended by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned, or to limit or restrict any of the powers of the Corporations, the Corporation having the right to engage in any other businesses for which it shall be lawful for corporations in the State of Maryland to engage in, including the performance of all lawful and appropriate actions and things with respect thereto, from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 332 Meadowlark Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is George A. Stone, 332 Meadowlark Avenue, Hagerstown, Maryland 21740.

FIFTH: The total number of shares which the Corporation has authority to issue is Five Thousand (5,000) shares, without par value, all of one class and designated as Common Stock.

SIXTH: The initial number of Directors of the Corporation shall be three (3), which number may be increased pursuant

to the By-Laws of the Corporation, but the number of Directors shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting of the stockholders or until their successors are duly chosen and qualified are: George A. Stone, Helen E. Stone and Effingham Embree.

SEVENTH: the following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers and/or rights of the Corporation and of its Directors and/or stockholders:

A. The Board of Directors of the Corporation is hereby empowered to authorize and issue, from time to time, shares of its stock, of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any kind or class, whether now or hereafter authorized, for such consideration as may be fixed by the Board of Directors.

The stockholders of the Corporation shall have the preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or any obligations convertible into stock of the Corrporation issued or sold, and the right of subscription to any thereof, at such price as the Board of Directors, in its discretion, from time to time, may determine, pursuant to the authority hereby conferred by the certificate of incorporation. The Board of Directors may issue stock of the Corporation or obligations convertible into stock but must first offer such issue on a pro rata basis to the stockholders 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 the Corporation are pecuni-

arily 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 of them, 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 quorum of 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 had no such interest.

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned have hereunto affixed our signatures to these Articles of Incorporation of Interior Systems, Inc. and severally acknowledge same to be our act.

Witness _____ George A. Stone _____ (SEAL)

Witness _____ Helen E. Stone _____ (SEAL)

Witness _____ Joseph C. Kovars _____ (SEAL)

Date: March 5, 1986

930

ARTICLES OF INCORPORATION
OF
INTERIOR SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 10, 1986 AT 10:23 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 22 5.50	$

D2094969

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198122

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

RECEIVED FOR RECORD ON JULY 11, 11:08 A.M.CORPORATION LIBER 35 RECORD B 9982CHCK .50 01986 7-11A11:0 .50

CERTIFICATE 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 WASHINGTON COUNTY INVESTMENT CORPORATION (A 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 KATHRYN T. WINKLER (TRANSFEREE).

3) The Articles were accepted for record on 4/7/86 at 1:10 PM.

As Witness my hand and the Official seal of the said Department at Baltimore this 18TH day of APRIL, 1986.

PAUL B. ANDERSON
Charter Specialist

T 5-076

199112

A

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:08 A.M. CORPORATION LIBER 35

RECORD 5.00
B 9984CHCK 5.00
01986 7-10A11:08

ARTICLES OF INCORPORATION

OF

JRA EXECUTIVE AIR, INC.

(A CLOSE CORPORATION, ORGANIZED PURSUANT
to TITLE FOUR of the CORPORATIONS and
ASSOCIATIONS ARTICLE of the ANNOTATED
CODE of MARYLAND)

FIRST: I, James R. Alphin, whose post office address is Route 8 Box 230, Hagerstown, Maryland, 21740, being at least eighteen years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is JRA Executive Air, Inc.

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

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

(1) To provide aircraft services, including maintenance, repairs, sale of parts and aircraft, consulting and investigation.

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

(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.

FIFTH: The Post Office address of the principal office of the Corporation in this State is Route 8 Box 230, Hagerstown, Maryland, 21740. The name and Post Office address of the resident agent of the Corporation in this state is James R. Alphin, Route 8 Box 230,

61058323

Hagerstown, Maryland, 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred (100) shares of common stock, 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 James R. Alphin.

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.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the Director and stockholders.

(1) 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 businesses shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter.

(2) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stocks shall be valid unless such change or terms shall hve been authorized by all the holders

of stock at the time outstanding by a vote at a meeting or in writing with or without the 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 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 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 28 day of March, 1986.

Witness;

Susan K. Timmons

James R. Alphin

James R. Alphin

STATE OF MARYLAND, COUNTY OF WASHINGTON, To Wit:

I HEREBY CERTIFY, that on this 28th day of March, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James R. Alphin, known to me to be the person whose name is subscribed to the aforegoing instrument and acknowledged the aforegoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal:

Carol Alphin

Notary Public

My Commission Expires July 1, 1987

MRS. CAROL ALPHIN NOTARY PUBLIC WASHINGTON CO. MD.

2806 0318

ARTICLES OF INCORPORATION
OF
JRA EXECUTIVE AIR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 15,1986 AT 11:53 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

02115566

TO THE CLERK OF THE 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.

A 200625

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2806 0315

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:09 A.M. CORPORATION LIBER 35

RECORD 5.00
B 9985CHCK 5.00
01986 7-11A11:09

KUDZU INTERNATIONAL, INCORPORATED

ARTICLES OF INCORPORATION

FIRST: I, Scott L. Schubel, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is KUDZU INTERNATIONAL, INCORPORATED.

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

(1) To invest in, own and manage businesses and enterprises. To that end, the Corporation shall have all the powers of corporations as set forth in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 871 Commonwealth Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are David O. McCain, 2140 Fairfax Road, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State.

B1078095

FIFTH: The total number of shares of all classes of stock which the Corporation has authority to issue is five thousand (5,000) shares, consisting of two thousand five hundred (2,500) shares of Class A Voting Common Stock without par value (the "Class A Common Stock"), and two thousand five hundred (2,500) shares of Class B Non-Voting Common Stock without par value (the "Class B Common Stock").

(1) The holders of shares of the Class A Common Stock shall be entitled to vote as a separate class on any matter which properly comes before a meeting of the stockholders of the Corporation; and, a majority of all the votes cast by the holders of Class A Common Stock at a meeting of the stockholders at which a quorum of the holders of shares of Class A Common Stock shall be present shall be sufficient to approve any matter which properly comes before the meeting for approval by the holders of shares of the Class A Common Stock.

(2) With respect to the election of Directors of the Corporation, the holders of the Class A Common Stock shall have the exclusive right to nominate and elect three (3) Directors, who shall be known as the Common Stock Directors, and in the event of the death, disability, removal, resignation or refusal to act of any Common Stock Director the holders of the Class A Common Stock, to the exclusion of the holders of the Class B Common Stock of the Corporation, shall nominate and elect one or more Directors to fill the vacancy so created by such death, disability, removal, resignation or refusal to act.

(3) The holders of the Class B Common Stock shall have no voting power whatsoever and no holder of Class B Common Stock shall vote or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

SIXTH: The number of Directors of the Corporation shall be three (3) as provided for hereinabove, which number may be increased or decreased in accordance with 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.

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

David O. McCain
W. Kennedy Boone, Esquire
Scott L. Schubel, Esquire

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 (Common Stock 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 (Common Stock Directors) may classify or re-classify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

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

NINTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any pre-emptive right to

2805 2180

purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

TENTH: In the event of any liquidation, dissolution, or winding up of the Corporation, neither the holders of shares of the Class A Common Stock nor shares of the Class B Common Stock shall be entitled to any liquidation preferences.

IN WITNESS WHEREOF, I have set my hand this 16th day of April, 1986.

Witness Scott L. Schubel

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 16th day of April , 1986, before me, the subscriber, a notary public for the County and State aforesaid, personally appeared Scott L. Schubel, to the foregoing Articles of Incorporation, and he acknowledged the same to be his act; and he also made oath in due form of law that the matters and facts set forth therein with respect to the Articles of Incorporation.

AS WITNESS my hand and Notarial Seal.

Notary Public

My Commission Expires:
7-1-86

2805 2181

ARTICLES OF INCORPORATION
OF
KUDZU INTERNATIONAL, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 16, 1986 AT 03:21 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2115277

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 200604

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

2805 2176

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:09 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

RECORD 3.00
B 9986CHGK 5.00
01986 7-11 11:09

SCHARAS ASSOCIATES, INC.

FIRST: The undersigned, Howard Scharas, whose post office address is P.O. Box 288, Williamsport, Maryland 21795, being at least eighteen (18) years of age, does hereby form a Corporation under and by virtue of the General Laws of the State of Maryland:

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is Scharas Associates, Inc.

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

1. Represent manufacturers of electronic materials and equipment throughout the United States of America for purposes of sales, promotions and rentals.

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 2702 Mosby Drive, Williamsport, Maryland 21795. The name and address of the Resident Agent in Maryland is Howard Scharas, 2702 Mosby Drive, Williamsport, Maryland 21795, and 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 no par value per share, all of one class.

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

Howard O. Scharas
Constance W. Scharas
Thomas B. Wibberley

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 price of redemption of and the conversion rights of such shares.

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, any securitites 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 hereunto set my hand and seal this 25th day of March, 1986, at Hagerstown, Washington County Maryland.

WITNESS:

Judy G. Kerr

Howard O. Scharas (SEAL)
Howard O. Scharas

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

I HEREBY CERTIFY, that on March 25th, 1986, before me, subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Howard Scharas, party to the aforegoing Articles of Incorporation, known to me personally

2805 1850

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.

Angela A. Smith
Notary Public

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
SCHARAS ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 14, 1986 AT 02:00 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40	$ 20.00	$

D2114692

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 200549

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

2805 1847

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:09 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

CONTRACT ASSEMBLIES, INC.

RECORD 5.00
B 9987CHCK 5.00
01986 7-11A11:09

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

FIRST: I, Charles Clarke, whose post office address is 901 Pope Avenue, Hagerstown, Maryland 21740 being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Contract Assemblies, 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 commercial and industrial equipment assembly; 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 901 Pope Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Charles Clarke, 901 Pope Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares at $100.00 par value 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 Charles Clarke.

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 Sec-

tion"), 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 10th day of April, 1986, and I acknowledge the same to be my act.

WITNESS:

Stephanie D. Sunrd

Charles Clarke

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

I HEREBY CERTIFY, That on this 10th day of April, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles Clarke and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Stephanie D. Sunrd
Notary Public

My Commission Expires:
July 1, 1986

2805 1612

ARTICLES OF INCORPORATION
OF
CONTRACT ASSEMBLIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 15, 1986 AT 01:52 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2114247

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 200518

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

2805 1610

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:10 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

BEL mek, INC.

RECORD 5.00
FILING 5.00
5 9988CHCK 5.00
01986 7-11A11:10

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:

BEL mek, INC.

ARTICLE II

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 the construction and design of drying systems for the heavy clay industry.

(b) To promote the corporation's concept and products through sales, advisory, and educational work with individuals, associations, corporations, and any other lawful entity involved in the North American Heavy Clay Industry.

61018089

2805 1229

(c) To do anything permitted by Section 2-102 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 Barbara A. Gilks, whose post office address 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

2805 1230

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, Edwin C. Herrnicht and Kenneth William Herrnicht, 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 a 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 BEL mek, INC., 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 26th day of March, 1986.

WITNESS:

Diane Milson

J. Gregory Hannigan

J. Gregory Hannigan
123 West Washington Street
Hagerstown, Maryland 21740
Phone: (301)733-7970

954

ARTICLES OF INCORPORATION
OF
BEL MEK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 11,1986 AT 10:50 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40	$ 20 50	$

D2113967

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

A 200364

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

2805 1228

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:10 A.M. CORPORATION LIBER 35

THE ROTARY CLUB OF WILLIAMSPORT FOUNDATION, INC.

ARTICLES OF INCORPORATION

RECORD 5.50
B 9989CHCK 5.50
01986 7-11A11:10

FIRST: I, Jack W. Slick, Jr., whose post office address is 3 Hump Road, 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 hereinafter called the "Corporation") is THE ROTARY CLUB OF WILLIAMSPORT FOUNDATION, INC.

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

(a) The Corporation is organized exclusively for education 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, purchases, 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 to income thereform 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

[redacted]

2805 1011

61008154

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 persons 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 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 provision of the Annotated Code of Maryland for Scientific, educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in the furtherance of exempt purposes.

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

FOURTH: The Post Office address of the principal office of the Corporation in this State is c/o Jack W. Slick, Jr., CPA, 3 Hump Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Jack W. Slick, Jr., 3 Hump Road, 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 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: Jack W. Slick, Jr., Kenneth E. Carpenter, and Dr. Richard A. Young.

SEVENTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impractible or inexpendient 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, foundation, 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 of 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 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 with in 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 Unites 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

2805 1015

corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of February, 1986, and I acknowledged same to be my acts.

Jack W Slick Jr.

Jack W. Slick, Jr.

ARTICLES OF INCORPORATION
OF
THE ROTARY CLUB OF WILLIAMSPORT FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 10,1986 AT 10:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 22.50	$

D2113587

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 200332

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

2805 1010

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:10 CORPORATION LIBER 35

DUKE'S TAVERN, INC.

ARTICLES OF INCORPORATION

RECORD 5.00
B 9990CHCK 5.00
01986 7-11A11:10

FIRST: I, PETER JOHN SCHAFFNIT, II, whose post office address is 2311 Laurel Drive, 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 Duke's Tavern, Inc.

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

(1) To engage in the dispensing of alcoholic beverages and food, operating as a bar and restaurant, and generally to purchase or otherwise acquire restaurants and taverns, and, to own, hold, lease, rent or sell such business or businesses; to be engaged in the business of a laundromat, owning and renting and allowing the use of washing machines and dryers and dispensing merchandise for the cleaning of clothing; 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 adress of the principal office of the Corporation in this State is 33 E. Franklin Street, Hagerstown, Maryland. The name and post office address of

01006298

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 Cororation 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 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: Peter John Schaffnit, II and Mary P. Schaffnit.

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 setting or changing in any one or more respects, from time to time before issuance of such shares, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

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

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

limit any powers conferred upon the Board of Directors under the 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 thse Articles of Incorporation this 7th day of April, 1986, and I acknowledge the same to be my act.

Peter J Schaffnit

Peter John Schaffnit, II

966

ARTICLES OF INCORPORATION
OF
DUKE'S TAVERN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 10, 1986 AT 10:53 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2111078

TO THE CLERK OF THE 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.

A 200165

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

2804 1232

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:11 A.M. LIBER 35

ARTICLES OF INCORPORATION

OF

K-C SNACK BAR, INC.
(A Close Corporation)

RECORD 5.00
B 9991CHCK 5.00
01986 7-11A11:11

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, 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 K-C SNACK BAR, 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 operate a retail food service facility.

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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, 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 515 West Oak Ridge Drive, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Kay R. Rubin,515 West Oak Ridge Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this

60998367

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

SEVENTH: The Corporation elects to have no board of directors. Kay R. Rubin 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 27th day of March, 1986.

WITNESS:

Joanne Snyder

Howard W. Gilbert, Jr. (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 27th day of March, 1986, 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
K-C SNACK BAR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 09, 1986 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

02110898

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 200147

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

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:11 A.M. CORPORATION LIBER 35

LINCOLNSHIRE ELEMENTARY SCHOOL PTA, INC.

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, whose post office addresses are noted with their names, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

RECORD 5.00
B 9992CHCK 5.00
01986 7-11A11:11

Kathleen D. Vogt
212 Longview Road
Hagerstown, Maryland 21740

Harold V. Iseminger
218 Oak Valley Drive
Hagerstown, Maryland 21740

Victor L. Conrad
1871 Stone Valley Drive
Hagerstown, Maryland 21740

2. Name. The name of the corporation, hereinafter called the corporation, is Lincolnshire Elementary School PTA, Inc.

3. Purposes. The purposes for which the corporation is formed are:

--to promote the welfare of children and youth in home, school, community, and place of worship;

--to raise the standards of home life;

--to secure adequate laws for the care and protection of children and youth;

--to bring into closer relation the home and the school, that parents and teachers may cooperate intelligently in the education of children and youth;

--and to develop between educators and the general public such united efforts as will secure for all children and youth the highest advantages in physical, mental, social, and spiritual education.

4. Registered Agent Address. The post office address of the principal office of the corporation in Maryland is Lincolnshire Elementary School PTA, Inc., 1910 Lincolnshire Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent in Maryland is Harold V. Iseminger, 218 Oak Valley Drive, Hagerstown, Maryland 21740.

5. Stock. The corporation shall not be authorized to issue capital stock.

6. Board of Directors. The number of directors of the corporation shall be four, 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 their successors are duly chosen are:

Kathleen D. Vogt
Harold V. Iseminger
Victor L. Conrad
Carole J. Rice

7. Provisions. The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the corporation and of the directors and members:

60998286

No substantial part of the activities of the corporation shall be devoted to carrying on propaganda or attempting to influence legislation, except for the purpose of helping to secure adequate laws for the care and protection of children and youth as stated in these Articles of Incorporation, item number 3.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax.

8. Duration. The duration of the corporation shall be perpetual. In the event of dissolution of the corporation, the Board of Directors shall, after paying or making provision 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 scientific purposes as at the time shall qualify as an exempt organization(s) under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the 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.

9. By Laws. The corporation shall be regulated and all of its affairs managed as provided by the bylaws of the corporation adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, revise, or adopt new bylaws.

In addition to other matters not here described, the bylaws shall provide for the designations of classes of members, if any, their qualifications, dues, voting rights, and methods of appointment. The bylaws shall control the number of directors, their qualifications, method of selection, terms of office, actions they may take, meetings to be held, and procedures for the removal of directors. The bylaws shall establish officers for the corporation, their qualifications, method of selection, terms of office, duties and procedures for the removal of the officers. The bylaws shall provide for an annual meeting of the corporation to elect Board of Directors, members, officers and other necessary corporate actions.

The corporation shall

--receive donations, gifts, or grants from private and public sources;

--charge dues or annual assessments from members, if any there be, or from associates of the corporation;

--enter into, make and perform contracts of every kind and description with any person, firm, association, corporation or government;

--purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property, or any interest therein, wherever situated;

--sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

--draw, make, accept, endorse, execute, issue, discount, have discounted, sell, and deal in every lawful way in promissory notes, bills of exchange, trade acceptances, warrants, bonds, debentures, and all other specie of negotiable or non-transferable instruments;

--borrow or raise money for the purposes of the corporation;

--secure any of its obligations by mortgage, deed of trust, or pledge of all or any of its property, franchises and income;

--carry on any activity whatsoever which the corporation may deem proper or convenient or which may be calculated directly or indirectly to promote the interest of the corporation or enhance the value of its assets;

--conduct its business in the State of Maryland, other states, the District of Columbia, the territories and colonies of the United States;

--make donations, grants, awards, or gifts to any person or institution in furtherance of its purposes;

--have and exercise all the powers subject to the limitations of Section 501 (c) (3) of the Internal Revenue Code, 1954, As Amended;

--and exercise all other powers lawful under the laws of the State of Maryland and the United States of America.

Nothing contained in these Articles shall authorize or be deemed to allow the corporation to possess any powers, objects, or purposes, or to carry on any business not permitted by the laws of the State of Maryland or intended by Section 501 (c) (3) of the Internal Revenue Code of 1954, As Amended.

In particular, no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons -- except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes and exercise of the powers set forth above.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this fifth day of April, 1986.

Kathleen D. Vogt (SEAL)
Kathleen D. Vogt

Harold V. Iseminger (SEAL)
Harold V. Iseminger

Victor L. Conrad (SEAL)
Victor L. Conrad

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this fifth day of April, 1986, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Kathleen D. Vogt, Harold V. Iseminger, and Victor L. Conrad, 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.

My commission expires:
July 1, 1986

Marjorie A. Gossard
Notary Public

ARTICLES OF INCORPORATION
OF
LINCOLNSHIRE ELEMENTARY SCHOOL PTA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 09, 1986 AT 11:17 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2110849

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 200142

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

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:11 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

SPEEDWAY CONCESSIONS, INC.

RECORD 5.00
B 9993CHCK 5.00
01986 7-11A11:11

THIS IS TO CERTIFY:

FIRST: I, the undersigned, John E. Grove, whose post office address is Route 2, Box 345, Williamsport, Maryland 21795, 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 Speedway Concessions, Inc.

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

The purchase and sale of food and beverage.

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.

SNYDER AND ELGIN, P.A.
ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND

[redacted]

00978753

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 40 West at Conococheague, P.O. Box 701, Hagerstown, Maryland 21741-0701. The name and post office address of the Resident Agent of the Corporation in this State is George E. Snyder, Jr., 28 Jonathan Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of 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 three (3); provided that:

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

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

The name of the director who shall act until the first annual meeting or until their successors are duly chosen and qualifed is John E. Grove.

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 27th day of March, 1986.

WITNESS:

Donna M. Myers

John E. Grove

John E. Grove

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

I HEREBY CERTIFY, that on this 27th day of March, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John E. Grove, who acknowledged the execution of the aforegoing 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
SPEEDWAY CONCESSIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 08,1986 AT 10:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2109510

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 199913

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

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:12 A.M. CORPORATION LIBER 35

RECORD 5.00
B 9994CHCK 5.00
01986 7-10A11:1

BOYD ROAD SUPPLY, INC.
ARTICLES OF INCORPORATION

FIRST: We, Donald Bragunier, Thomas Tedrick, and Charlene Bragunier, whose post office address is Route 2, Box 323, Clear Spring, Maryland 21722, being at least eighteen (18) years of age, hereby forms a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To be in the business of selling leasing, and servicing the sales of construction materials and vehicles. The Corporation shall have the general power to do any activity whatsoever associated with the sales and servicing business as it relates to motor vehicles and construction goods. The power of the Corporation shall include but not be limited to purchasing motor vehicles and construction goods, leasing motor vehicles, servicing motor vehicles, selling motor vehicles, purchasing real estate, owning real estate, selling real estate, entering into leases for real estate and construction goods, both as lessee and lessor, and to enter into mortgage arrangements relative to real estate. The Corporation shall be authorized to do anything that would be in any way connected with sales of construction goods and servicing and leasing of motor vehicles.

(2) To do anything permitted by Section 2-103 of the Corporation and Association 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 Route 2, Box 323, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation in this State is Donald Bragunier. 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 (5000) shares of common stock, without par value.

SIXTH: The number of Directors of the Corporation shall be one (1), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than one, provided that:

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

60978170

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

The name of the directors and sole stockholder of the Corporation who shall act as the director of the Corporation until the first annual meeting or until his successor is duly chosen and qualified is: Donald Bragunier, President, 100%; Thomas Tedrick, Vice President, 0%; Charlene Bragunier, Secretary and Treasurer, 0%.

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

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

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications, of the dividends on, the 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 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 "Idemnification Section"), as amended from time to time, shall have the same meaning as provided in the indemnification Section.

(2) The Corporation shall indemnify a present or former director or officer of the Corporation in connection with a

proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

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

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 3 day of March, 1986, and we acknowledge the same to be my act.

Donald Bragunier

Thomas Tedrick

Charlene M Bragunier

Donald Bragunier

Thomas Tedrick

Charlene Bragunier

982

ARTICLES OF INCORPORATION
OF
BOYD ROAD SUPPLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 07,1986 AT 10:17 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2109163

TO THE CLERK OF THE 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.

A 199885

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

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:12 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

MARTIN & MASI CONSTRUCTION COMPANY, INC.

The undersigned subscriber to these Articles of Incorporation, being of full legal age, hereby presents these Articles to the State Department of Assessments and Taxation with the intention of forming a corporation under and by virtue of the General laws of the State of Maryland authorizing the formation of corporations.

RECORD 5.50
B 9995CHCK 5.50
01986 7-11A11:1

Article I

NAME

The name of this Corporation is Martin & Masi Construction Company, Inc. (hereinafter the "Corporation").

Article II

NATURE OF BUSINESS

The purposes for which the Corporation is formed are:

To carry on and conduct a general construction contracting business, including therein the designing, constructing, enlarging, repairing, renovating, removing, or otherwise engaging in any work upon residential, commercial or any other building, roads, highways, manufacturing plants, bridges, piers, docks, mines, shafts, waterworks, railroads, railway structures, and all iron, steel, wood, masonry concrete and earth construction, and to extend and receive any contracts or assignments of contracts therefor, or relation thereto, or connected therewith, and to manufacture and furnish the building materials and supplies connected therewith.

To acquire, own, lease, operate and dispose of any and all types of equipment and otherwise acquire, own, lease and deal in or with real and personal property, securities and investments of every kind, nature and description and provide management and other services for individuals, sole proprietorships, partnerships and corporations seeking to acquire, own, and lease equipment and engaged in any type of business, profession or enterprise in any state or territory of the United States or in any foreign country as the case may be, in which this Corporation may then be doing or performing any of the aforesaid matters.

To conduct the business mentioned within and without the State of Maryland, and to buy, own, mortgage, grant, bargain, sell and convey real and personal property, necessary or convenient for carrying on business of the nature specified herein.

To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes of the attainment of any one or more of the objects therein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation.

To acquire, and pay for in cash, stock or bonds, of this Corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of licenses and privileges, inventions, improvements, and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

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

The foregoing objects and purposes shall, except when otherwise specified, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Maryland now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

Article III

CAPITAL STOCK

The maximum number of shares of stock that the Corporation is authorized to issue is 2,000 shares of Common Stock having a $1.00 par value per share, such Common Stock being all of one class and bearing one vote per share, which vote shall be noncumulative. No Stockholder shall have a preemptive right to acquire any shares of stock of the Corporation.

Article IV

ADDRESS AND RESIDENT AGENT

The name of the resident agent and the address of the registered office of the Corporation are:

Jerome D. Martin
25 S. Water Street
Smithsburg, Maryland 21783

Said resident agent is a citizen of the State of Maryland and actually resides therein.

The post office address of the principal office of the Corporation in the State of Maryland is: P.O. Box 480, Smithsburg, Maryland 21783.

Article V

DIRECTORS

This Corporation shall have four (4) Directors, initially, and Jerome D. Martin, Theresa Callamari, Chris Masi and Judith K. Masi shall serve as Directors until the first annual meeting and until their successors are duly elected and qualified. The number of Directors may be increased or decreased from time to time by By-Laws adopted by the Stockholders to the extent permitted by law, but shall not be less than the number of Stockholders.

Article VI

CONTRACTS

Any contract or other transaction between this Corporation and any one or more of its Directors, individually

or jointly, or between this Corporation and any other firm, corporation, or association of which one or more of its Directors are stockholders, members, officers, directors, or employees, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of such Director or Directors at the meeting of the Board of Directors which acts upon or in reference to such contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall authorize, approve, or ratify such contract or transaction by the affirmative vote of a majority of the disinterested Directors, even if the disinterested Directors constitute less than a quorum at such meeting. Such Director or Directors may be counted in determining the presence of a quorum at such meeting. Every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

Article VII

ADDITIONAL CORPORATE POWERS

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

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

This Corporation shall have the power to deny to the holders of the Common Stock of this Corporation any preemptive right to purchase or subscribe to any new issues of any type of stock of this Corporation, and no Stockholder shall have any preemptive right to subscribe to any such stock.

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

Article VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment (including an amendment or amendments changing the terms of any of the outstanding stock by classification, reclassification, or otherwise) shall be approved by the Board of Directors, proposed by the Board of Directors to the Stockholders, and approved at a Stockholders' meeting by the affirmative vote of two-thirds (2/3) of all the stock entitled to vote thereon; or, alternatively, all of the Directors and all of the Stockholders shall sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of Stockholders are subject to this reservation.

Article IX

INDEMNIFICATION

Each Director and Officer or former Director or Officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor (including in each case their respective executors and administrators), shall be indemnified by the Corporation against liabilities, fines,penalties, and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a Director or Officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been fully adjudged by a court of competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such Director or Officer. In the event of a settlement, the indemnification shall be made only upon approval by the court having jurisdiction or upon determination by the Board of Directors, that such settlement was (or, if still to be made, is) in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of general counsel of the Corporation, if such counsel is not involved therein (or, if involved, then on the advice of independent counsel). The right of indemnification hereby provided shall be in addition to any other rights to which any Director or Officer may be entitled.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this ____ day of April, 1986, and acknowledged the same to be my act.

Thomas G. Olp

Thomas G. Olp
Attorney for the Corporation
407 Gralan Road
Catonsville, MD 21228

5899U

ARTICLES OF INCORPORATION
OF
MARTIN & MASI CONSTRUCTION COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 07,1986 AT 11:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

7

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 22	$

D2108439

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 199818

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

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:12 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

RECORD 5.00
B 9996CHCK 5.00
01986 7-11A11:12

CRANE ASSOCIATES, INC.

FIRST: I, Russell L. Crane, whose post office address is 416 Meadowbrook 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 Crane Associates, Inc.

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

(1) Sale of miscellaneous items at wholesale or retail; 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 416 Meadowbrook Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Russell L. Crane, 416 Meadowbrook Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares at $100.00 par value 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 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: Russell L. Crane.

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

00395350

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 April, 1986, and I acknowledge the same to be my act.

WITNESS:

Pamela S. Ambrose

Russell L. Crane

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

I HEREBY CERTIFY, That on this 1st day of April 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell L. Crane and acknowledged the aforegoing 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
CRANE ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 03,1986 AT 11:01 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2107803

TO THE CLERK OF THE 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.

A 199727

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

CORPORATION
RECEIVED FOR RECORD ON JULY 11, 1986 at 11:12 A.M. LIBER 35

ARTICLES OF INCORPORATION

OF

U.S.A. CARTAGE, INC.

RECORD 5.00
B 9997CHCK 5.00
01786 7-11A11:12

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 U.S.A. Cartage, Inc.

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

(1) To own, operate, and maintain and to construct, acquire by purchase, lease, or otherwise railroads, railways, truck lines, bus lines, pipe lines, shipping lines, and airlines, and any other means of transportation now or hereafter in use for the transportation of passangers, freight, mail, express, baggage, goods, wares, merchandise, and other property of every kind and nature, and to conduct, engage in, and carry on the business of transportation of property of every class and description and of persons and by any means of transportation now or hereafter in use; and to own, operate, maintain, hold and use, purchase, construct, establish, lease or otherwise acquire, mortgage, create security interests in, and sell or otherwise dispose of or deal with terminal properties and depots, freight and passenger station houses, storage facilities, machine and repair shops, freight, stock and repair yards, facilities of

MMEL, WEIMAN
& SAVITZ, P.A.
TORNEYS AT LAW
N. FREDERICK AVE
SUITE 200
GAITHERSBURG,
MARYLAND 20877
(301) 840-8565

communication by telegraph, telephone, radio, television or otherwise, power plants and power houses, grain and other elevators, wharves, docks, airports, laboratories, cars, locomotives, rolling stock, motors, buses, trucks, automobiles, ships and vessels, aircraft, and all structures, tools, machinery, appliances, and appurtenances and any and all other property, real, personal, or mixed, and wheresoever situated, whether or not similar to any property above described, which may be necessary or useful in connection with the business of the Corporation, 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 1826 Homewood Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent in this State is Ralph Richmond, 1826 Homewood Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 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:

GIMMEL, WEIMAN
& SAVITZ, P.A.
ATTORNEYS AT LAW
444 N. FREDERICK AVE.
SUITE 200
GAITHERSBURG,
MARYLAND 20877

(301) 840-8565

(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
Ralph Richmond	1826 Homewood Road Hagerstown, MD 21740
Sharon Richmond	1826 Homewood Road 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.

IMMEL, WEIMAN
& SAVITZ, P.A.
TTORNEYS AT LAW
N. FREDERICK AVE
SUITE 200
GAITHERSBURG,
MARYLAND 20877

(301) 840-8565

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 no 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 Corpora-

GIMMEL, WEIMAN
& SAVITZ, P.A.
ATTORNEYS AT LAW
444 N. FREDERICK AVE
SUITE 200
GAITHERSBURG,
MARYLAND 20877

(301) 840-8565

tion 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 March, 1986, and I acknowledge the same to be my act.

WITNESS:

Katerina Gladden

G. K. Gimmel

GERALD K. GIMMEL,
Incorporator

MMEL, WEIMAN
& SAVITZ, P.A.
TORNEYS AT LAW
N. FREDERICK AVE.
SUITE 200
GAITHERSBURG,
ARYLAND 20877
(301) 840-8565

C1(A):CARTAGE

ARTICLES OF INCORPORATION
OF
U.S.A. CARTAGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 03,1986 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2107555

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 199705

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

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:13 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION
OF
SAVE HISTORIC ANTIETAM FOUNDATION, INC.

RECORD 7.50
B 9998CHCK 7.50
01986 7-11A11:13

FIRST: I, DOUGLASS C. REED, whose post office address is P.O. Box 100, Sharpsburg, Maryland 21782 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:

SAVE HISTORIC ANTIETAM FOUNDATION, INC.

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

A. The Corporation is organized exclusively for educational, civic 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, educational and civic 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-

60938318

mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article TENTH 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 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 Staes 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:

To organize and operate an association exclusively for charitable, education, and civic purposes in the encouragement of historic preservation, no part of the net earnings of which are to inure to the benefit of any member.

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

(a) To make contracts, incur liabilities, and borrow money; to sell, mortgage, lease, pledge, exchange, convey, transfer, and otherwise dispose of all or any part of its property and assets; to issue bonds, notes and other obligations and secure the same by mortgage or deed of trust of all or any part of its property, franchises and/or income.

(b) To acquire by purchase or in any other manner, and to take, receive, own, hold, use, employ, improve and otherwise deal with any property, real or personal, or any interest therein wherever situated.

(c) To purchase own, take, receive, subscribe, for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, loan, pledge, or otherwise use and deal in and with shares or other interests in, or obligations of, other corporations of this State, or foreign corporations, and of associations, partnerships and individuals.

(d) To conduct campaigns for raising of funds and to accept contributions from individuals, corporations and other bodies, foundations and organizations. It shall have power to print, edit and publish, make, display and sell books and magazines, pictures, slides, videos and cinemas, as may be necessary or desirable for the accomplishment of the purposes of the corporation; to buy, sell and generally deal in appropriate and related souvenirs, curios, mementos and publications.

(e) To carry on all activities and exercise all powers authorized by the laws of the State of Maryland now in force or which shall hereinafter be enacted, but limited however to such powers which are necessary to further the charitable purposes of the corporation.

The foregoing enumeration of the purposes, objects, and activities of the Corporation is made in furtherance and not in limitation of powers conferred upon the corporation by law, and is not intended by the mention of any particular purpose, object or activity, in any manner to limit or restrict the generality of any other pupose, object or activity mentioned, or 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 P.O. Box 550, Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in this State are Calvin Fairbourn, P.O. Box 119, Sharpsburg, Maryland 21782. 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 seven (7) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than five (5). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:

Stewart Gold
175 South Prospect St.
Hagerstown, MD 21740

John W. Schildt
Box 37
Chewsville, MD 21721

Fred Kramer
1102 Oak Hill Ave.
Hagerstown, MD 21740

Ann Moylan
Route 8 Box 41
Hagerstown, MD 21740

Stefan Klosowski
132 South Locust St.
Hagerstown, MD 21740

Thomas Clemens
P.O. Box 211
Smithsburg, MD 21783

Jane Hershey
Rose Hill
Williamsport, MD 21795

SEVENTH: The period of duration of the corporation shall be perpetual.

EIGHTH: Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other 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.

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

TENTH: 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 TENTH 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 with in 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.

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

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

C. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue

Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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

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

TWELTH: Amendments. The Corporation reserves the right to make, from time to time, any amendment of its Articles of Incorporation which may now or hereafter be authorized by law, providing such amendment is authorized by a plurality vote of the Directors then voting at any annual meeting or at a special meeting called for that purpose.

THIRTEENTH: Management. The Directors shall manage the business and affairs of the Corporation by their direct action and may exercise all powers of directors as conferred by Maryland law and the By-Laws of the Corporation.

FOURTEENTH: Private Property and Indemnification.

A. The private property of the members, directors or officers of the Corporation, real, personal or mixed, shall not be subject to the payment of the corporate debts or obligations to any extent whatsoever.

B. As used in this paragraph, 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 said Indemnfication Section.

C. The Corporation shall indemnify a present or former director or officer of the Corporation in connection with any proceeding to the fullest extent permitted by and in accordance with the Indemnification Section. Wherever used herein "Indemnification Section" shall mean Section 2-418, Corporation and Associations Article, Annotated Code of Maryland.

D. 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 possible by and in accordance with the Indemnification Section. 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 either, (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 the members who were not parties to the proceeding and that the indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

FIFTEENTH: Membership is open to all persons irrespective of race, color, religion, sex or national origin and shall not be related to any prejudicial basis and they shall be elected pursuant to the By-Laws that shall be adopted by the Board of

Directors.

SIXTEENTH: In the event of dissolution, any assets shall be distributed to organizations which have established appropriate exempt status as organizations described in Section 501(c)(3) of the Internal Revenue Code, contributions to which are deductible, or to a state or local government for public purposes.

"PERSON" as used herein shall mean an individual or a corporation.

IN WITNESS WHEREOF, I, the subscriber, as incorporator, have signed these Articles of Incorporation this 10th day of March, 1986, acknowledging the same to be my act.

Douglass C. Reed
DOUGLASS C. REED

1010

ARTICLES OF INCORPORATION
OF
SAVE HISTORIC ANTIETAM FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 03, 1986 AT 10:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

//

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 30.50	$

D2107365

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 199689

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

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:13 A.M. CORPORATION LIBER 35

RECORD 5.00
B 9999CHCK 5.00
01986 7-11A11:1

ARTICLES OF INCORPORATION

LA COSTA AGENCY, INCORPORATED

FIRST: I, William McC. Schildt, whose post office address is 138 West Washington Street, Hagerstown, Maryland 21740, being at least 18 years of age, hereby form a corporation under the Maryland General Corporation Law.

SECOND: The name of the corporation is La Costa Agency, Incorporated (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of advertising, graphic design, promotions, printing, and in any other lawful trade, business, or activity. The Corporation shall have all the general powers granted by law to Maryland corporations and all other powers necessary or appropriate to such purposes which are not specifically prohibited by law.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 998 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation is Kathryn K. Buckley, 998 Potomac Avenue, Hagerstown, Maryland 21740.

60008732

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000), all of one class called Common Stock. The par value of each share of Common Stock is One Dollar ($1.00), and the aggregate par value of all the shares of Common Stock is One Hundred Thousand Dollars ($100,000.00).

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the Bylaws of the Corporation. The names of the directors who shall serve until the first annual meeting of the stockholders and until their successors are elected and qualify are Kathryn K. Buckley and Timothy M. Buckley .

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.

IN WITNESS WHEREOF I acknowledge these Articles of Incorporation to be my act this 20th day of March, 1986.

WITNESS:

Carolyn D. Spigler

William McC. Schildt

ARTICLES OF INCORPORATION
OF
LA COSTA AGENCY, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 01,1986 AT 09:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2107183

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 199671

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

1014

CORPORATION
RECEIVED FOR RECORD ON JULY 11, 1986 at 11:13 A.M. LIBER 35

DONNA KAYE PERSONNEL, INC.

Articles of Amendment

RECORD 5.00
B 0000CHCK 5.00
01986 7-11A11:13

DONNA KAYE PERSONNEL, INC., a Maryland Corporation, having its principal office at 214 North Potomac 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 FOURTH of the Charter, and by substituting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation in this State is 214 North 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, 214 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SECOND: By written informal action, unanimously taken by the Board of Directors and Stockholders of the Corporation, pursuant to and in accordance with the provisions of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors and Stockholders of the Corporation duly advised the foregoing amendments.

00078651

IN WITNESS WHEREOF, DONNA KAYE PERSONNEL, 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 ~~January~~ March, 1986, and its President acknowledges that these Articles of Amendment are the act and deed of Donna Kaye Personnel, 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 her knowledge, information and belief.

ATTEST: DONNA KAYE PERSONNEL, INC.

Edna L. Newman — Donna J. Graybill

Edna L. Newman, Secretary — Donna J. Graybill, President

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

I HEREBY CERTIFY, That on this 27th day of ~~January~~ March, 1986, 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 Amendment to be her act and deed.

WITNESS my hand and Official Notarial Seal.

Judith A. Feather

Notary Public

My Commission Expires:
7-1-86

1016

ARTICLES OF AMENDMENT

OF

DONNA KAYE PERSONNEL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND April 7, 1986 AT 2:07 O'CLOCK p. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20	$

TO THE CLERK OF THE 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.

A 199641

ZHJ

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:14 A.M. CORPORATION LIBER 35

RECORD 5.00
B 0001CHCK 5.00
01986 7-11A11:1

Graber Holding, 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 Graber Holding, Inc.

THIRD: The purposes for which the Corporation is formed are:
(1) To engage in the business of investment, purchase, sale and holding of tangible and intangible property; 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 860 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Kenneth W. Graber, 860 Pennsylvania Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be 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:

Kenneth W. Graber
Sandra K. Graber

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.

60908725

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

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

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

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of March, 1986, and I acknowledge the same to be my voluntary act and deed.

Witness

Roger Schlossberg (SEAL)

ARTICLES OF INCORPORATION
OF
GRABER HOLDING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 31, 1986 AT 11:50 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2105187

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 199377

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

1020

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:14 A.M. CORPORATION LIBER 35

TEMP FORCE, INC.

ARTICLES OF INCORPORATION

RECORD 5.00
B 0002CHCK 5.00
01986 7-11A11:14

FIRST: I, Donna G. Footen, whose post office address is 119 E. Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

TEMP FORCE, INC.

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

(1) To hire, manage, service and provide temporary employees to other business entities, both profit and non profit, of any and all kinds, said temporary employees to carry out tasks and assignments for the business entity to which provided at the location of the said business activity and to engage in any other activity necessary to the conduct and operation of said busines.

(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 Professional Arts Building, Public Square, Suite 211, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Donna G. Footen, 119 E. 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 (the "Common Stock").

LAW OFFICES
. JEROME OFFUTT P.A.
OFFUTT BUILDING
W. SECOND STREET
EDERICK, MD 21701
301-662-8248

00006200

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 (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 her successor is duly chosen and qualified is: Donna G. Footen.

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

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether nor 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.

LAW OFFICES
W. JEROME OFFUTT P.A.
OFFUTT BUILDING
22 W. SECOND STREET
FREDERICK, MD 21701
301-662-8248

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: No contract or other transaction between this corporation and any other corporation shall be affected by the fact that any director of this corporation is interested in, or is a director or officer of, such other corporation, and any director, individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested; and no contract or other transaction of this corporation with any person, firm, or corporation shall be affected by the fact that any director of this corporation is in any way connected with such person, firm, or corporation, and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself of any firm, association, or corporation in which he may be interested, provided that such director complies with the prerequisites of Section 2-419 of the Annotated Code of Maryland.

TENTH: Each director and officer or former director or officer of the Corporation, or any person who may have served at the request of the Corporation as a director or officer of another corporation in which this Corporation owns shares of capital stock or of which it is a creditor, including in each case their respective executors and administrators, shall be indemnified by the Corporation against liabilities, fines, penalties and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such a director or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been finally adjudged by a court of

LAW OFFICES
JEROME OFFUTT P.A.
OFFUTT BUILDING
W. SECOND STREET
EDERICK, MD 21701
301-662-8248

competent jurisdiction to be liable by reason of having been guilty of gross negligence or willful misconduct in the performance of his duty as such director or officer. In the event of any other judgment against such director or officer, or in the event of a settlement, the indemnification shall be made only if the Corporation shall be advised, in case none of the persons involved shall be or has been a director of the Corporation, by the Board of Directors, and otherwise by the general counsel of the Corporation, if such general counsel be not involved therein, or, if involved, then by independent counsel to be appointed by the Board of Directors, that in such counsel's opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and, in the event of a settlement, that such settlement was, or, if still to be made, is in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of the general counsel of the Corporation, if such counsel be not involved therein, or if involved, then by independent counsel to be appointed by the Board of Directors, that in such counsel's opinion such director or officer was not guilty of gross negligence or willful misconduct in the performance of his duty, and, in the event of a settlement, that such settlement was, or, if still to be made, is in the best interests of the Corporation. The right of indemnification hereby provided shall be in addition to any other rights to which any director or officer may be entitled.

ELEVENTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27TH day of March, 1986, and acknowledge the same to my act.

WITNESS:

_____ _____ (SEAL)

Donna G. Footen

LAW OFFICES
W. JEROME OFFUTT P.A.
OFFUTT BUILDING
22 W. SECOND STREET
FREDERICK, MD 21701
301-662-8248

1024

ARTICLES OF INCORPORATION
OF
TEMP FORCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 31, 1986 AT 08:58 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

5

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2105070

TO THE CLERK OF THE 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.

A199368

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

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:14 A.M.
CORPORATION LIBER 35

RECORD 5.00
B 0003CHCK 5.00
01986 7-11A11:1

ARTICLES OF SALE AND TRANSFER

Pursuant to Title 3, Corporations and Associations, I hereby certify that the herein described property is being conveyed by Articles of Transfer and Sale between the Transferor, Washington County Investment Corporation, a Maryland Corporation, having its principal place of business at 2 Public Square, Hagerstown, Maryland, 21740, and the Transferee, Kathryn T. Winkler, having her principal place of residence as Route # 4, Box 233, Hagerstown, Maryland, 21740.

Property to be transferred:

All that lot or parcel of ground, together with the improvements thereon, situate in Washington County, Maryland, being known and designated as Lot No. 7, Block L, on a Plat of Fairview Acres, recorded in Plat Record Book No. 4, Page 393, one of the Records in the office of the Clerk of the Circuit Court for Washington County, Maryland, and being also the same property which was conveyed unto Washington County Investment Corporation, by Ronald Lee Myers and Corrine Elizabeth Myers (now Corrine Elizabeth Martin) by deed dated July 29, 1982, and recorded in Liber 731, folio 146, among the Land Records of Washington County, Maryland.

The aforegoing described parcel of real estate is all or substantially all of the assets of the Transferor Corporation.

The transfer of said asset or assets was duly advised, authorized and approved by the Board of Directors of the Transferor and its sole stockholder at a special meeting called pursuant to the By-Laws of said Corporation.

The total consideration for the transfer of the hereinbefore described property is the sum of Fifty Thousand ($50,000.00) Dollars, payable by the Transferee to the Transferor upon the execution of Articles by the Transferor.

We hereby acknowledge and affirm under the penalties of perjury that the herein stated consideration paid or to be paid on the conveyance of title of

60978640

said real property is the actual amount stated herein.

WITNESS:

BY: _____
Secretary

WASHINGTON COUNTY INVESTMENT CORPORATION

BY: _____
Arthur Rozes
President

TRANSFEROR

_____
Kathryn T. Winkler

TRANSFEREE

X

ARTICLES OF SALE AND TRANSFER

BETWEEN

WASHINGTON COUNTY INVESTMENT CORPORATION (A MD CORP.) TRANSFEROR

AND

KATHRYN T. WINKLER (TRANSFEREE)

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND APRIL 7, 1986 AT 1:10 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$
Cert. of Conv.-Wash. Co.-Land Recds.	4.00	
	24.00	

TO THE CLERK OF THE 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.

A 199112

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:14 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

BARNHART MASONRY, INC.

RECORD 5.00
B 0004CHCK 5.00
01936 7-11A11:14

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Clyde Barnhart, whose post office address is 75 Manor Drive, 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 Barnhart Masonry, Inc.

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

Brick, block and stone masonry and concrete construction for new structures and renovations of existing 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.

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.

ER AND ELGIN, P.A.
TTORNEYS AT LAW
ERSTOWN MARYLAND

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 75 Manor Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Denis L. Rocco, 24 Jonathan Street, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of 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 Bylaws of the Corporation, but shall never be less than three (3); provided that:

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualifed are: Denis L. Rocco, Norman E. Morin, Jr. and Clyde Barnhart.

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 24th day of March, 1986.

WITNESS:

Donna M. Myers

Clyde E. Barnhart
Clyde Barnhart

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

I HEREBY CERTIFY, that on this 24th day of March, 1986, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Clyde Barnhart, who acknowledged the execution of the aforegoing 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
BARNHART MASONRY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 27,1986 AT 09:48 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2102663

TO THE CLERK OF THE 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.

A 199054

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

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:15 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

SHENANDOAH CONTROLS INC.

RECORD 7.00
B 0005CHCK 7.00
01986 7-11A11:15

THIS IS TO CERTIFY THAT:

FIRST: I, the undersigned, Gregory M. Burgee, whose post office address is 117 West Patrick 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: Shenandoah Controls, Inc.

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

(1) To purchase, lease or otherwise acquire, hold, develop, improve, mortgage, sell, exchange, let or in any manner encumber or dispose of property of every nature and description, including real, personal, mixed and/or intangible, wherever situated.

(2) To generally engage in the business of a general contracting firm, to perform under, supervise or design on a proprietary basis, and/or as a general contractor or subcontractor in every type of construction, including in the residential, commercial or industrial sectors, in any phase of construction and in any related work whatsoever. The work may be performed in every state, territory of the United States or in foreign countries.

(3) To apply for, obtain, purchase or otherwise acquire, any licenses, patents, copyrights, permissions and the like which might be used for any of the purposes of the Corporation; and to use, exercise and develop such items, and to sell, license and otherwise deal with such items.

(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 of, 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 as agent, partner or otherwise), or through others for its own account, and to carry on any other business which may

60858008

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

The aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purposes, 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 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. The Corporation is authorized to carry on its business in any State or territory of the United States and in any foreign country wherein it may lawfully conduct business.

FOURTH: The post office address of the principal office of the Corporation in Maryland is Route 3, Box 26, Boonsboro, Washington County, Maryland 21713. The name and post office address of the resident agent of the Corporation in Maryland is Teresa D. Stottlemyer, Route 3, Box 26, Boonsboro, Washington County, Maryland 21713. 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, all having No Par Value, divided into two classes of common stock as follows:

(1) There is hereby authorized TWO THOUSAND FIVE HUNDRED (2,500) shares of of Class A Voting Common Stock (hereinafter "Class A Common Stock") of no par value.

(2) There is hereby authorized TWO THOUSAND FIVE HUNDRED (2,500) shares of Class B Voting Common Stock (hereinafter "Class B Common Stock") of no par value.

(3) After the original issuance of stock, the stockholders (of both classes) shall have preemptive rights with respect to sale by the Corporation of any additional shares of stock in either class of stock, whether treasury stock, authorized but unissued stock, stock issued for consideration other than money, or stock issued for fair value or otherwise, regardless of the purpose for sale of such common stock. This preemptive right may be waived in any particular instance dealing with issuance of stock by a majority vote of the stockholders owning Class A Common Stock together with a majority vote of the stockholders owning Class B Common Stock.

(4) (A). Except as hereinafter provided with respect to the election of the Board of Directors of the Corporation, the Class A Common Stock and the Class B Common Stock of the Corporation shall be identical

in all respects and for all purposes; and the holders of the Class A Common Stock and the holders of Class B Common Stock, voting together and without distinction as to class, shall be entitled to one vote in all proceedings in which actions shall be taken by the stockholders of the Corporation.

(B). With respect to the election of the Board of Directors of the Corporation:

1. The holders of Class A Common Stock (i) shall nominate and elect Class A Directors as positions for Class A Directors are created and/or are otherwise available under the By-Laws of the Corporation, and (ii) in the event of the death, disability, removal (with or without cause), and/or resignation of any or all of the Class A Directors, the holders of Class A Common Stock, to the exclusion of the holders of all other classes of stock of the Corporation, shall nominate and elect one or more, in accordance with the By-Laws of the Corporation, directors to fill the vacancy or vacancies so created by such death, disability, removal, or resignation. The number of Class A Directors shall be such that their number shall always constitute a simple majority of the total number of Directors on the Board of Directors.

2. The holders of Class B Common Stock (i) shall nominate and elect Class B Directors as positions for Class B Directors are created and/or are otherwise available under the By-Laws of the Corporation, and (ii) in the event of the death, disability, removal (with or without cause), and/or resignation of any or all of the Class B Directors, the holders of the Class B Common Stock, to the exclusion of the holders of all other classes of stock of the Corporation, shall nominate and elect one or more directors in accordance with the By-Laws of the Corporation, to fill the vacancy so created by such death, disability, removal, or resignation or vacancy. The number of Class B Directors shall always be equal to the number of Class A Directors on the Board of Directors minus one.

SIXTH: The total number of directors of the Corporation may be 3, 5, 7, or 9 as determined by a majority vote of the Class B Common Stockholders, from time to time, at any Annual Meeting of Stockholders or at a Special Meeting of Stockholders called for that purpose. The number of those directors that shall be Class A Directors and Class B Directors shall be determined in accordance with the provisions in paragraph FIFTH (4) (B) above. In no event may the number of one Class of Directors be increased or decreased without a corresponding increase or decrease in the other Class of Directors, unless consented and agreed to by a majority of each Class of Directors, and, in the event the number of Directors in any class shall be varied in accordance with this sentence, it is agreed that the number of Directors in each class shall be once again brought into compliance with the balance of the provisions of these Articles upon a majority vote to that effect by the Directors of either Class A Common Stock or Class B Common Stock, which vote may be taken at any Annual Meeting of Stockholders or any Special Meeting of Stockholders called for that purpose.

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 in accordance with these Articles or the By-Laws of the Corporation are:

Class A Directors	Class B Director
John P. Strider, Jr.	Joseph S. Welty
Teresa D. Stottlemyer	

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: (1) Any holder of Class A Common Stock and/or of Class B Common Stock (hereinafter sometimes collectively called "Common Stock") if desirous of selling or transferring all or any of his shares of Common Stock, and the executor or personal representative of any deceased holder of Common Stock, if desirous of selling or transferring all or any of such shares belonging to the estate of such deceased holder, and the purchaser of any share or shares of Common Stock, including any purchaser at any judicial sale, if desirous of selling or transferring any or all of such shares, and the donee of the holder of any of such shares if desiring to transfer any of such shares, and any pledgee of any share or shares of Common Stock before bringing any suit, action or proceeding or doing any act to foreclose his pledge, and any other holder of any of the Common Stock of the Corporation desiring to dispose of the same shall first deliver to the President or Treasurer of the Corporation, and to every other holder of Common Stock, written notice by certified mail, postage prepaid, return receipt requested, of such desire to sell, transfer or of intention to foreclose, as the case may be, designating the number of such share or shares to be sold, transferred or foreclosed, and the number of the certificate or certificates therefor.

(2) The President or Treasurer shall, within five (5) days of delivery of such written notice, contact the accountant then performing accounting services for the Corporation. The President or Treasurer shall instruct the accountant in writing to determine the book value of the Common Stock of the Corporation being offered for sale in accordance with generally accepted accounting practices.

(3) The Corporation's accountant shall, within fifteen (15) days after the sending of the notice to him specified in EIGHTH (2) above, determine the book value as aforesaid of shares of Common Stock in the Corporation and shall forthwith give written notice of his determination to the Corporation and to the party wishing to sell, transfer or foreclose. Also, notice of the accountant's determination of book value will be sent to every other holder of Common Stock by the Corporation within three (3) days of the Corporation's receipt of book value determination from the accountant. The Corporation and the party wishing to dispose of Common Stock shall each pay one-half of the charges of the Corporation's accountant to perform the above services.

(4) The Board of Directors shall thereupon have an enforceable option, for the period of twenty-five (25) days after receipt of the

notice of book value determination by the accountant, of purchasing said share or shares for the Corporation at the book value. Within such twenty-five (25) days, partial payment shall be made by the Board of Directors by depositing ten percent (10%) of the book value to the credit of the stockholder, personal representative, grantee, donee, assignee, pledgee or holder, as applicable, in any bank in Frederick and/or Washington County, Maryland, that said individual shall designate, with the balance due being deposited in like manner within seventy-five (75) days after receipt of the notice of value, with the total book value to be held in escrow by an individual (escrow agent) selected by the Board of Directors of the Corporation, and paid to such selling person by the escrow agent only upon surrender of the certificate or certificates for said shares of Common Stock properly endorsed, and the Board shall give written notice to the seller of this deposit.

(5) At expiration of said twenty-five (25)-day period with the Corporation failing to exercise its option, notice of which shall immediately upon expiration be given in writing by certified mail, return receipt requested, postage prepaid, to every other holder of Common Stock by the selling party, the other holders of Common Stock shall have an enforceable option for th period of five (5) days after receipt of the immediately aforementioned notice to buy the shares of Common Stock at the book value. Within such five (5)-day period, partial payment shall be made by the group of purchasing stockholders by depositing ten percent (10%) of the book value in the same manner as set forth in subparagraph (4) above, with the balance due to be deposited in like manner as described above within thirty-five (35) days after receipt of the notice first mentioned in this subparagraph (5).

The right of purchase in such case shall be ratable to respective holders of Common Stock according to the number of shares held by each stockholder as compared with the issued and outstanding stock of the Corporation adjusted for the shares being offered for sale and any outstanding treasury stock. If any of the stockholders entitled to purchase fails to accept the shares at the book value, then the other stockholders entitled to buy may purchase those shares not accepted, ratably, according to the number of shares held, at the book value. The shares being offered for sale need not be sold to the stockholders hereunder unless the purchasing stockholders agree, as a group, to buy all shares being offered for sale and proper deposits as set forth hereinabove are made.

(6) The Board of Directors are not obliged to purchase any share or shares of Common Stock at book value aforesaid, unless it shall believe advisable, or unless it shall enter a buy-sell agreement or like contract to the contrary. But if the Board of Directors or the other common stockholders do not purchase the shares involved within the specified times, such stockholder, personal representative, grantee, donee, assignee, pledgee, or other holder shall be at their liberty to sell said share or shares to any other person allowed to purchase under Federal and State securities laws in such a way as not to destroy any exemption under which the shares of stock in the Corporation were issued and previously transferred.

However, thereafter upon the receipt by a selling party on a bona fide offer to purchase (which must be written) satisfactory to the seller, the Corporation and remaining stockholders shall have the right to purchase the shares of Common Stock of a selling party upon the same terms and price set forth in said written offer to purchase, ratably, as hereinabove set forth. Upon receipt of a satisfactory offer to purchase, the selling party shall notify the President or Treasurer of the Corporation and every other holder of Common Stock in writing by certified mail, return receipt requested, of the terms of said offer (including with such notice a copy of said offer or proposed contract signed by proposed buyer). Upon receiving such notice, the Board of Directors shall have the right to purchase the Common Stock being offered for sale upon the same terms set forth in the bona fide offer upon sending to selling party their written commitment to do so within seven (7) days after receipt of the written notice regarding the bona fide offer from the selling party. At the expiration of said seven (7)-day period with the Corporation not exercising its right to purchase pursuant hereto, notice (by mail as aforesaid) of which shall immediately upon expiration be given to all other holders of Common Stock, the non-selling holders of Common Stock shall have an enforceable right to purchase the Common Stock being offered for sale upon the terms set forth in the bona fide offer for a period of five (5) days following expiration of the Corporation's right to purchase by, within five (5) days, sending to the selling party their written commitment to purchase in accordance with the terms of the bona fide offer. If the Corporation and non-selling holders of Common Stock shall fail within the above periods of time to commit themselves in writing to purchase the selling party's shares of Common Stock being offered for sale, upon the terms set forth in the bona fide offer, then the seller of such Common Stock may sell and transfer such shares to the individual set forth in such bona fide offer (subject to the securities law restriction above); but the seller is hereby prohibited from selling to any other prospective purchaser on those same conditions, or to sell to anyone upon any different terms and price from those set forth in the abovementioned bona fide offer without again following the procedures set forth in this subparagraph (6) and allowing the Corporation and non-selling stockholders the right to purchase the shares of Common Stock of selling party on equivalent terms and price as provided in this subparagraph (6).

(7) Anything else in these Articles to the contrary notwithstanding; it is hereby provided that the provisions contained within this Article EIGHTH may be amended and/or deleted from the Articles of Incorporation of the Corporation only by a unanimous vote of all the shareholders of Common Stock of the Corporation in an annual meeting or in a special meeting called for that purpose; PROVIDED, HOWEVER, any buy-sell agreement or like contract for the purchase and sale of shares of stock in the Corporation which complies with any applicable provisions of the Corporations and Associations Article of the Annotated Code of Maryland, as amended and/or changed from time to time, which has been executed by all of the stockholders of Common Stock of the Corporation, as well as the Corporation, and which is binding upon all of the stockholders of Common Stock existing at the time of said agreement's execution, and which is prospective in nature (binding upon all future

stockholders of Common Stock), and the existence of which is noted on the outstanding share certificates of the Corporation, shall be legally enforceable as executed, in spite of any provision in this Article EIGHTH which might be contrary to any provision contained in said agreement; FURTHER, PROVIDED, HOWEVER, the provisions in this Article EIGHTH shall in all other events control any transfer of the shares of stock in the Corporation.

NINTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the Corporation and of the directors and stockholders thereof:

(1) The Board of Directors of the Corporation is hereby empowered to direct issuance from time to time of shares of its stock of any class, and convertible securities, whether now or hereafter authorized by the stockholders, for such consideration as may be deemed advisable by the Board of Directors and without any further authorization other than initial authorization in the Articles of Incorporation of the Corporation and without any further action by the stockholders, subject in all events to the preemptive rights set forth in Article FIFTH (3) above.

(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, restrictions and qualifications of, the dividends on, the times and prices of redemption, and the conversion rights, of such shares, but no such action will affect the preemptive rights provided for in these Articles or the Voting rights set forth in Articles FIFTH and SIXTH above.

(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 contractor or transactions of 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 that 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 or have a pecuniary interest is so interested, such fact shall be disclosed to or shall have been known by the Board of Directors of the Corporation or a majority thereof, and any director of the Corporation who is also a director of 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 of the Corporation which shall authorize, ratify, or confirm any such contract or transaction, and may vote thereat to authorize ratify, or confirm any such contract or transaction; AND FURTHER, PROVIDED, HOWEVER, in such event such contract or transaction must also be approved by a majority vote of the disinterested directors even if the disinterested directors shall constitute less than a quorum.

(4) The Corporation reserves the right to amend its Articles of Incorporation so that such amendment may alter the contract rights, as expressly set forth in the Articles of Incorporation, of any outstanding stock (except that the voting rights and preemptive rights set forth in Articles FIFTH and SIXTH shall not be changed except by a majority of the holders of the Class of Stock affected and the provisions of Article EIGHTH may not be changed without unanimous vote as set forth in Article EIGHTH), even though such rights are substantially adversely affected, 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; and, as long as all stockholders of a class are treated equally, then even though an amendment may substantially adversely affect them, no cause of action at law or equity shall accrue on account of such amendment.

The enumeration and definition of a particular power of the Board of Directors, the stockholders and/or the Corporation 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 otherwise conferred under the General Laws of the State of Maryland now or hereafter in force.

TENTH: In each case where the Corporations and Associations Article of the Annotated Code of Maryland, as hereafter amended from time to time, requires a more than majority affirmative vote of the shareholders of the Corporation before a particular action may be taken by the Corporation, that more than majority affirmative shareholder vote requirement shall be lowered to an affirmative vote of a majority of the shareholders of the Corporation, and/or of a majority of each class of shareholders, as the case may be. This provision in the Articles is meant to reduce the more than majority stockholder voting requirement for (but not be limited to) each of the following corporate actions: Charter amendments, consolidation, merger, transfer of assets, partial liquidation, and dissolution. This provision shall in no way affect the unanimous and/or other voting provisions specifically set forth in these Articles to the contrary.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 20th day of March, 1986.

WITNESS:

Anne L. Heavner

Anne L. Heavner

Gregory M. Burgee (SEAL)

Gregory M. Burgee

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 20th day of March, 1986, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Gregory M. Burgee, who acknowledged the aforegoing Articles of Incorporation to be his act.

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

Anne L. Heavner
NOTARY PUBLIC

My Commission Expires:
July 1, 1986

ARTICLES OF INCORPORATION
OF
SHENANDOAH CONTROLS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 24, 1986 AT 03:49 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

10

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 28.00	$

D2100790

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198865

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

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:15 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

PEGASUS AVIATION, INC.

RECORD 5.00
B 0006CHCK 5.00
01986 7-11A11:15

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Joseph R. Wilson, whose Post Office address is Red Fox Farm, Route #9, Box 399A, Hagerstown, Washington County, 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 hereinafter referred to as "Corporation," is:

PEGASUS AVIATION, INC.

THIRD: The purposes for which said Corporation are 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 their use. The corporation may participate in charter, contract and hire activities. It may organize/form a flying club. At the sole option of the Corporation, it may supply all services, goods, equipment, parts 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.

60768370

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

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 borrower 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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and is not intended, by the mention of any particular purpose, 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 Red Fox Farm, Route #9, Box 399A, Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is Joseph R. Wilson, whose Post Office address is Red Fox Farm, Route #9, Box 399A, Hagerstown, 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 (3) 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 (3). The name of the original director is Joseph R. Wilson, M.D.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Sotck with a par value of One Hundred Dollars ($100) each, having an aggregate par value of One Thousand

Dollars ($1,000). Each share of Common Stock shall be entitled to one (1) 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 are 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 (2/3) 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 discretion, 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 anywise interested.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on March 13, 1986.

WITNESS:

Joseph R. Wilson

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

I HEREBY CERTIFY that on March 13, 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Joseph R. Wilson, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, and who acknowledged that he executed the same for the purposes therein contained.

WITNESS my hand and Official Notarial Seal.

Notary Public

My Commission Expires
July 1, 1986

ARTICLES OF INCORPORATION
OF
PEGASUS AVIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 17, 1986 AT 10:38 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

6

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 20	$

D2100436

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198829

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

1048

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:15 A.M. CORPORATION LIBER 35

ARTICLES OF MERGER

RECORD $.00
B 0007CHCK $.00
01936 7-11A11:15

THESE ARTICLES OF MERGER, dated this 6th day of January, 1986, pursuant to Section 3-109 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Code"), are entered into by and between the corporations named in Article SECOND below, which are referred to herein collectively as the Constitutent Corporations.

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are Leatherneck, Inc., a Maryland corporation (hereinafter referred to as "Leathernecks"), and the Bulldog Detachment Incorporated, a Maryland corporation, (hereinafter referred to as "Bulldog Detachment").

THIRD: The Bulldog Detachment shall be the successor corporation (hereinafter sometimes referred to as "Successor").

FOURTH: The principal office of Bulldog Detachment Incorporated in the State of Maryland is 601 Salem Avenue, Hagerstown, Maryland 21740, located in

60036179

Washington County, Maryland. The principal office of Leatherneck, Inc. is 81 West Washington Street, Hagerstown, Maryland 21740. Neither of the Constituent Corporations owns any real property in any county in Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

FIFTH: The Board of Directors of Leatherneck, Inc., 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 advised, authorized and approved on January 6, 1986.

SIXTH: The Board of Directors of Bulldog Detachment Incorporated 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 advised, authorized and approved on January 6, 1986.

SEVENTH: Neither of the above corporations are authorized under the laws of the State of Maryland to issue stock and both are non-profit corporations. To be a member of Leatherneck, Inc., one must first be a member of the Bulldog Detachment Incorporated, and, it has been decided by the Board of Directors of both corporations that it would be simpler for both corporations to be merged into one with the Bulldog Detachment Incorporated to have complete control over

the assets of both corporations. There are no members of Leatherneck, Inc. who are not members of Bulldog Detachment Incorporated.

EIGHTH: Upon the Effective Date:

(a) the assets and liabilities of Leatherneck, Inc. shall be taken up on the books of the Successor at the amount at which they shall at that time be carried on the books of Leatherneck, Inc., subject to such adjustments, if any, as may be necessary to conform to the Successor's accounting procedures, and

(b) all of the rights, privileges, immunities, powers, purposes, and franchises of Leatherneck, Inc. and all property, real, personal and mixed, and all debts due to Leatherneck, Inc. on whichever account shall be vested in the Successor, and all property rights, privileges, immunities, powers, purposes and franchises, and all and every other interest shall be thereafter as effectually the property of the Successor as they were of Leatherneck, Inc. and all debts, liabilities, obligations and duties of Leatherneck, Inc. shall thence forth attach to the Successor and may be enforced against it to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by it.

The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and

supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the members of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification or supplement shall affect the rights of the members of any of the Constituent Corporations in a manner which is materially adverse to such members in the judgment of their respective Board of Directors.

The merger proved for by these Articles of Merger shall become effective (the "Effective Date") and the separate existence of Leatherneck, Inc., except insofar as continued by statute, shall cease on the date that these Articles of Merger, duly advised, approved, signed, acknowledged, sealed and verified by Leatherneck, Inc. and Successor as required by the laws of the State of Maryland, are filed for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland, or on the date specified by the parties hereto as provided by the laws of the State of Maryland, whichever is later.

NINTH: The merger has been approved by the Directors and Members of both corporations, Leatherneck, Inc. and Bulldog Detachment, Inc.

IN WITNESS WHEREOF, Leatherneck, Inc. and Bulldog Detachment Incorporated the corporations parties to the

merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnesses or attested by their respective Secretaries as of the 6th day of January, 1986.

ATTEST: Ronald Leigh
Secretary

LEATHERNECK, INC.
BY: Nancy Beamy
President

ATTEST: Ronald Leigh
Secretary

BULLDOG DETACHMENT INCORPORATED
BY: Nancy Beamy
President

THE UNDERSIGNED, President of Leatherneck, Inc. who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger, to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Nancy Beamy
President

THE UNDERSIGNED, President of Bulldog Detachment Incorporated 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 corprate 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.

Nancy Beamy
President

ARTICLES OF MERGER

MERGING

LEATHERNECK, INC. (A MD CORP.)

INTO

BULLDOG DETACHMENT INCORPORATED (A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 24, 1986 AT 10:42 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198748

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

ATS 060

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:16 A.M. CORPORATION LIBER 35

AMENDED

ARTICLES OF INCORPORATION

OF

T. MICHAEL BOWERS, INC.
(FORMERLY MIKE BOWERS, INC.)

RECORD 5.00
B 0008CHCK 5.00
01986 7-10A11:16

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 T. MICHAEL BOWERS, INC.

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

To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used motorcycles and any parts and accessories used in connection therewith, and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies for all types of motorcycles.

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 aforegoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of, the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, 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 672 Oak Hill Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Kenneth J.

60798065

Mackley, 35 East Washington Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is one thousand (1,000) shares of the par value of One Hundred Dollars ($100.00) 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 T. Michael Bowers, Gregory L. Murray and Sandra K. Miller.

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 19th day of March, 1986.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 19th day of March, 1986, 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 Amended Articles of Incorporation as his voluntary act.

WITNESS my hand and Notarial Seal.

Patricia L. Witmer
Notary Public

My Commission Expires:
July 1, 1986

1056

AMENDED ARTICLES OF INCORPORATION

OF

MIKE BOWERS, INC.

Changing its name to

T. MICHAEL BOWERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20th, 1986 AT 10:00 O'CLOCK A M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED. EFFECTIVE : February 20, 1986

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

TO THE CLERK OF THE 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.

drb

A 198714

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

280 / 492

1057

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:16 A.M. CORPORATION LIBER 35

ARTICLES OF INCORPORATION

OF

ZZZ LEASING, INC.

RECORD 5.00
B 0009CHCK 5.00
01986 7-11A11:16

THIS IS TO CERTIFY:

FIRST: I, DONALD EDWARD ZOMBRO, SR., whose post office address is 1738 Edgewood Circle, 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

ZZZ LEASING, INC.

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

(1) To engage in the business of leasing, purchasing, acquiring, owning and servicing all types of new and used automobiles, trucks, vans, and other motor vehicles and any parts or accessories used in connection therewith and to do whatever may be necessary and convenient to carry on such business and to accomplish such objects as may be incident thereto.

(2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

60798089

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 1045 Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Donald Edward Zombro, Sr., 1738 Edgewood Circle, 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 Two Hundred Thousand ($200,000.00) Dollars par value, divided into ten thousand (10,000) shares of the par value of Twenty ($20.00) 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

.VID K. POOLE, JR.
ATTORNEY AT LAW
ERSTOWN TRUST BLDG.
VEST WASHINGTON ST.
ERSTOWN, MARYLAND
21740

and qualified are: Donald Edward Zombro, Sr., Mary K. Zombro, and Donald Edward Zombro, II.

SEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of March, 1986, and I acknowledge the same to be my act.

WITNESS:

Donald Edward Zombro (SEAL)
Donald Edward Zombro, Sr.

Judith L. Hardman

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 17th day of March, 1986, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared DONALD EDWARD ZOMBRO, SR., 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.

Judith L. Hardman
Notary Public

My Commission Expires:
July 1, 1986.

DAVID K. POOLE, JR.
ATTORNEY AT LAW
HAGERSTOWN TRUST BLDG.
81 WEST WASHINGTON ST.
HAGERSTOWN, MARYLAND
21740

1060

ARTICLES OF INCORPORATION
OF
ZZZ LEASING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20, 1986 AT 09:41 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40	$ 20	$

D2099596

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198554

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

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:16 a.m. Corporation Liber 35

RECORD 6.00
B 0010CHCK 6.00
01986 7-11 A11:17

Rec

ARTICLES OF INCORPORATION

FIRST: The undersigned, Harry D. Van Mater, whose post office address is 1310 Dual Highway, Hagerstown, Maryland 21740 and Lynn Bartle, whose post office address is 2415 Long Ridge 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, hereinafter referred to as the "Corporation," is Dual Investors, Inc.

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

1. Operate and subfranchise "Park and Sell" lots and participate in a computerized automotive multiple listing service.

2. To purchase, acquire, lease, sell and mortgage real estate, computer equipment, buildings and all other 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

00005407
00005408

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 this State is 1310 Dual Highway, Hagerstown, Maryland. The name and address of the Resident Agent is Harry D. Van Mater, 1310 Dual Highway, Hagerstown, Maryland, 21740, and said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred Thousand (100,000), divided into Twenty Thousand (20,000) shares of Common Stock without par value (the "Common Stock"), and Eighty Thousand (80,000) 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. 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.

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 Twenty-Five Dollars ($25) per share and to the holders of the Common Stock an amount equal to Twenty-Five Dollars ($25) per share; provided, however that in the event that the assets of the Corporation available for distribution are insufficient to make the distributions with respect to each class of stock above set forth in this subparagraph B, then the aggregate amount distributed hereunder shall be divided among the respective classes of stock in the following proportions:

(i) 50% to the holders of the Preferred Stock.

(ii) 50% to the holders of the Common Stock.

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 without any distinction as to class, in proportion to their respective stockholdings.

A merger or consolidation of the Corporation with or into any other corporation, a share exchange involving the Corporation, or a sale, lease, exchange or transfer of all or any part of the assets of the Corporation which shall not, in fact, result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to its Stockholders shall not be deemed to be 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, but only when and as authorized by the Board of Directors of the Corporation, out of the assets of the Corporation legally available for dividends, cash dividends at a rate determined by the Board of Directors 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 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 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, 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:

(i) Such payment would violate state or federal law or regulation.

(ii) The effect of a dividend payment would be to reduce the current assets of the Corporation to an amount less than one times its current liabilities.

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.

4. Each holder of Preferred Stock, upon Thirty (30) 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 Twenty-Five Dollars ($25) 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:

(i) Such repurchase would violate state or federal law or regulation.

(ii) The effect of a dividend payment would be to reduce the current assets of the Corporation to an amount less than one times its current liabilities.

5. With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of 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 Preferred Stock shall have no voting power whatsoever. Attendance and contribution by Preferred

Stockholders at corporate meetings and proceedings shall be at the discretion of the Board of Directors.

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:

Lynn Bartle
Harry D. Van Mater
Cherie D. 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 price of redemption of and the conversion rights of such shares.

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for or otherwise 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, we have hereunto set our hands and seals this 21st day of March, 1986, at Hagerstown, Washington County, Maryland.

WITNESS:

Joan Winebrenner Knott — Lynn Bartle (SEAL)

Joan Winebrenner Knott — Harry D. Van Mater (SEAL)

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

I HEREBY CERTIFY, that on March , 1986, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lynn Bartle and Harry D. Van Mater, parties to the aforegoing Articles of Incorporation, known to me personally to be such, and they did acknowledge the said Articles to be their act and deed, and that the facts therein stated were truthfully set forth.

WITNESS my hand and Official Notarial Seal.

Joan Winebrenner Knott
Notary Public

My Commission Expires:
July 1, 1986

JOAN WINEBRENNER KNOTT
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1986

1068

ARTICLES OF INCORPORATION
OF
DUAL INVESTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 21,1986 AT 02:23 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 300	$ 24	$

D2099125

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198511

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

NSK

1063

CORPORATION
LIBER 35

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:17 A.M.

1986 MAR 20 A 10: 0

RECORD 6.00
B 0011CHCK 6.00
01986 7-11A11:17

ARTICLES OF INCORPORATION

OF

NARRON FOOD SERVICES, INC.

I, the undersigned, NARRON FOOD SERVICES, INC., whose post office address is 16245 Old Frederick Road, Mt. Airy, MD 21771, being at least twenty-one (21) years of age, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, do herey act as incorporator with the intention of forming a corporation by the execution and filing of these presents.

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

NARRON FOOD SERVICES, INC.

which is a corporation as authorized under the Maryland Annotated Code.

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

(a) To operate catering and concessionaire services; to store, prepare, and process food and beverages; to make wholesale and retail purchases of food and beverages; to plan, coordinate, and produce promotions and events, to maintain and use the facilities for food, beverage, and promotion sales;

(b) To buy, own, construct, maintain, operate and sell or deal in real estate and building of whatever kind, and wherever situate.

MALLOY & MALLOY
ATTORNEYS AT LAW
ELLICOTT CITY, MD
465-1560

(c) To lend, and advance money or give credit to such persons and on such terms as may be deemed expedient and, in particular, to customers and others having dealings with the Corporation, and to give guaranty or become surety for any such persons; to participate in syndicates of all kinds and to make and carry out contracts of underwriting of the securities of any corporation, association, partnership, firm, trustee, syndicate, individual, government, state, municipality or other political or governmental division or subdivision, domestic or foreign, or of any combination, organization, or entry, domestic or foreign, and to act as manager of any underwriting or purchasing or selling syndicate.

(d) To act as agent and/or broker for borrowers of any and all types, and or lenders, of any and all types, for the obtaining and/or lending of money or securites or anything of value, and to charge fees and/or commissions to such borrowers and/or lenders as may be allowed by law.

(e) To purchase, lease, hire, or otherwise acquire, hold, own, develop, improve and in any manner dispose of and to aid and subscribe toward the acquisition, development or improvement of real and personal property, and rights and privileges therein suitable or convenient for any business of the Corporation.

(f) To acquire all or any part of the good-will, property, right, and business of any person, firm, association or corporation.

.OY & MALLOY
ORNEYS AT LAW
COTT CITY, MD
495-1560

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

(h) To purchase, or otherwise acquire, hold, cancel, re-issue, sell and transfer shares of the captal stock, bonds, and other obligations of this Corporation from time to time, in such manner and upon such terms as the Board of Directors may determine, subject to provisions of subtitle 5, title 4, Corporations and Associations Article, Annotated Code of Maryland.

(i) 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,

MALLOY & MALLOY
ATTORNEYS AT LAW
ELLICOTT CITY, MD
465-1560

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

(j) To engage in and carry on any other business, which may be conveniently conducted in conjunction with any of the business of the Corporation.

(k) In general, to carry on any other business in connection with the foregoing, whether manufacturing or otherwise, and to exercise all the powers conferred by the law of Maryland upon Corporation.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

The Corporation is formed upon the articles, conditions and provisions herein expressed and subject in all particulars to the limitations relating to corporations which are contained in the laws of the State of Maryland.

THIRD: The post office address of the place at which the principal office of the Corporation will be located in this state is:

MEMORIAL STADIUM
South Cannon Avenue
Hagerstown, MD 21740

LLOY & MALLOY
ATTORNEYS AT LAW
LLICOTT CITY, MD
465-1560

FOURTH: The Resident Agent of the Corporation is

JAMES E. NARRON
16245 Old Frederick Road
Mt. Airy, MD 21771

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 FIVE THOUSAND (5,000) shares without par value all of one class.

SIXTH: (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 with allowance for such limitations and restrictions, if any, as may be set forth in the By-Laws of the Corporation.

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

(b) No contract or other transaction between this Corporation and any other Corporation, whether or not a majority of the capital stock of either corporation shall be owned by the other, shall be affected or invalidated by reason of the fact that any one or more of the Board of Directors of this

MALLOY & MALLOY
ATTORNEYS AT LAW
ELLICOTT CITY, MD
465-1560

Corporation is or are interested in or is a director or officer or are directors or officers of such other corporation; and any director or directors, 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 directors of this Corporation is or are 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 of this Corporation is hereby relieved from any liability that might otherwise exist, from thus contracting with any corporation for the benefit of himself, or any firm, association, or corporation in which he may be in anywise interested; and any Director of the 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 Corporaion which shall authorize any such contract, act or transaction.

SEVENTH: The business of the Corporation shall be managed by a Board of Directors, consisting of not less than THREE (3) Directors. The number of Directors may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than THREE (3). The following persons shall

LOY & MALLOY
TORNEYS AT LAW
-ICOTT CITY, MD
465-1560

act as Directors until the first annual meeting or until their successors are duly chosen and qualified.

JAMES E. NARRON
VALERIE HILLMAN NARRON
GERALD H. GROVES, JR.

EIGHTH: The duration of this Corporation shall be perpetual.

IN WITNESS WHEREOF, I, the subscriber, hereunto set my hand and seal this 27th day of February, 1986.

TEST:

Patrick D. Malloy

Patrick D. Malloy

James E. Narron

James E. Narron, Incorporator

STATE OF MARYLAND, COUNTY OF HOWARD, to wit:

I HEREBY CERTIFY, that on this 27th day of February, 1986, before me the subscriber, a Notary Public of the State of Maryland, in and for the County aforesaid, personally appeared JAMES E. NARRON, and he acknowledged the foregoing Articles of Incorporation to be his act and deed.

AS WITNESS, my hand and seal.

Patrick Malloy

Notary Public

My Commission Expires: July 1, 1986

MALLOY & MALLOY
ATTORNEYS AT LAW
ELLICOTT CITY, MD
465-1560

1076

ARTICLES OF INCORPORATION
OF
NARRON FOOD SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 20, 1986 AT 10:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 24	$

D2099059

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198504

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

MSK

RECEIVED FOR RECORD ON JULY 11, 1986 at 11:18 A.M. CORPORATION LIBER 35

LIPKO, INC.

ARTICLES OF INCORPORATION

FIRST: I, GERALD LESTER SHINDLE, whose post office address is 2532 Virginia Avenue, 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 hereinafter referred to as the Corporation) is LIPKO, INC.

RECORD 5.00
B 0012CHCK 5.00
01986 7-11A11:18

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

(1) To operate a construction and excavation service and to engage in any lawful purpose and/or business incidental thereto.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 2532 Virginia Avenue, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is GERALD LESTER SHINDLE, 2532 Virginia Avenue, Williamsport, Maryland 21795. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) Shares of Common Stock, 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 no 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 LESTER SHINDLE, whose post office address is 2532 Virginia Avenue, Williamsport, Maryland 21795, and EDWARD JOHN LIPKO, whose post office address is Route 6, Box 157,

[redacted]

60756650

Hagerstown, Maryland 21740, and ANDREW JOHN LIPKO, whose post office address is Route 6, Box 156, Hagerstown, Maryland 21740.

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

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

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

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or interference 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 interference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafetr authorized, or any securities exchangeable 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 1st day of March, 1986, and I acknowledge the same to be my acts.

Gerald Lester Shindle

GERALD LESTER SHINDLE

ARTICLES OF INCORPORATION
OF
LIPKO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MARCH 17,1986 AT 11:23 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40	$ 20	$

D2099018

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 198500

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

REceived for Record July 14, 1986 at 12:37 o'clock P.M. Liber 35

1986 APR 25 A 11:27

CORPORATE RESOLUTION

ROUND TABLE ENTERPRISES, INC.

This is to certify: That at a meeting of the Board of Directors it was resolved:

FIRST: That the Resident Agent is Susan E. Wagner, whose street address is 301 E. Baltimore Street, Funkstown, Maryland 21734.

SECOND: That the corporate offices will be located at Route 9, Box 162-B, Hagerstown, Maryland 21740.

In witness where of, we have signed these Articles of Amendment this 15th day of April 1986.

Susan E Wagner

Susan E. Wagner, President
and Chairman of the Board
of Directors

[redacted]

B 36
RECORD 1.25
B SUB 1.25
04 0193 7-14P12:37

61158270

2807 2139

NOTICE OF CHANGE OF PRINCIPAL OFFICE, RESIDENT AGENT
AND AGENT'S ADDRESS

OF

ROUND TABLE ENTERPRISES, INC.

received for record April 25, 1986 , at 11:27 A.M.

and recorded on Film No. 2807 Frame No. 2138 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 № 23885

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

MLD 7/24/86

Return to: Jack B. Welch, Jr.
418 North Potomac Street
Hagerstown, Maryland 21740

rc

REceived for REcord July 14, 1986 at 12:37 o'clock p.M. Liber 35

MINUTES OF THE SPECIAL MEETING OF DIRECTORS

of

HAGER BROKERS, INC.

The special meeting of directors of the corporation was held at 2235 Keener Road, Hagerstown, Maryland 21740

on January 31, 1986 at 10:00 A.M.

The following directors were present:

William D. Hottel
Carole Ann McCardell
N. Miller Wallech

being all the directors of the corporation and a quorum.

William D. Hottel was elected chairman of the meeting and Carole Ann McCardell was elected secretary of the meeting.

The secretary then presented and read a waiver of notice of the meeting, subscribed by all the directors of the corporation, and it was ordered that it be appended to the minutes of the meeting.

The chairman then stated that the meeting was called for the purpose of changing the corporate address to:

2235 Keener Road
P. O. Box 2171
Hagerstown, MD 21742

There being no further business before the meeting, on motion duly made, seconded and carried, the meeting adjourned.

RECORD 1.25
8 SUB 2.50
04 0194 7-14P12:37

Dated: January 31, 1986

William D. Hottel
Chairman

Carole A. McCardell
Secretary

The following have been appended to the minutes of the meeting:

Waiver of Notice

[redacted]

C1266166 Rec'd 7/14/86 @ 8:30 AM

NOTICE OF CHANGE OF PRINCIPAL OFFICE

OF

HAGER BROKERS, INC.

received for record May 6, 1986 , at 8:30 A.M.

and recorded on Film No. 2812 Frame No. 2276 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 № 23976

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

Rec'd 7/24/86

Return to: Creager & Newhouse
1329 Pennsylvania Avenue
Hagerstown, Maryland 21741

rc

1084 REceived for Record July 14, 1986 at 12:38 o'clock P.M.
Liber 35

G & C TRUCKING, INC.

5/19/86 11:17 a

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

ARTICLES OF INCORPORATION

FIRST: I, Edward N. Button whose post office address is 635 Oak Hill Avenue, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is G & C Trucking, 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 general 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 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.

RECORD 5.0
B SUB 7.5
06 0195 7-14P12:

FIFTH: The post office address of the principal office the Corporation in this State is P.O. Box 512, 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 this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Hundred (100) shares of common stock, without par value.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is William E. Cooper.

0 3815 0428

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 5th day of May, 1986 and I acknowledge the same to be my act.

Sandra P. Frazer
Witness

Edward N. Button

1086

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

DOCUMENT CODE 02 Business Code 03 County 21

_____ _____ Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

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

TOTAL FEES $40 Check _____ Cash

APPROVED BY: MSK

1 Documents on 1 checks

Mail to Address: TRD 7/24/80

Edward N. Button
635 Oak Hill Ave
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

0 2815 0430

ARTICLES OF INCORPORATION
OF
G & C TRUCKING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 19, 1986 AT 11:17 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

3

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 3.00 20	$

D2135903

TO THE CLERK OF THE 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.

A 203044

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 0815 0427

REceived for Record July 14, 1986 at 12:38 o'clock P.M. Liber 35

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF INCORPORATION APPROVED FOR RECORD
OF
BRADLEY SECURITIES, INC. 5-20-86 at 10:54 a.m.

FIRST: I, Donna M. Maag, whose post office address is 300 East Lombard Street, Baltimore, Maryland 21202, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

BRADLEY SECURITIES, INC.

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

(a) To undertake and carry on any business transaction or operation commonly carried on by a brokerage firm registered with the National Association of Securities Dealers or the Securities and Exchange Commission of the United States, and in this connection to underwrite, subscribe for, buy, sell, pledge, mortgage, hold and otherwise deal in stocks, bonds, obligations or securities of any private or public corporation, government or municipality, trusts, syndicates, partnerships or individuals for its own account and as agent for others;

RECORD 5.00
1308 12.50
04 0196 7-14P12:38

(b) To promote or assist financially or otherwise, corporations, syndicates, partnerships, individuals or associations of all kinds and to give any guaranty in connection therewith for the payment of money or for the performance of any obligation or undertaking;

(c) To enter into any lawful arrangement for sharing profits, union of interest, reciprocal concession or cooperation with any corporation, association, partnership, syndicate, entity, person, or governmental, municipal or public authority, domestic or foreign, located in or organized under the laws of any authority in any part of the world, in the carrying on of any business which the Corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the purposes of the Corporation; and

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

01408294 2815 0999

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

FOURTH: The post office address of the principal office of the Corporation in this State is 136 S. Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is Stephen B. Sagi, 136 S. Potomac Street, Hagerstown, Maryland 21740. Said agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is Five Thousand (5,000) shares, with one cent ($.01) par value, having an aggregate par value of $50 dollars.

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, 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: Stephen B. Sagi.

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

EIGHTH: The Corporation shall have the power to indemnify to the extent permitted in its By-Laws.

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

(a) The Board of Directors of the Corporation is hereby empowered to issue from time to time shares of the Corporation's stock of any class or classes, whether now or hereafter authorized, and securities convertible into shares of the Corporation's stock of any class or classes whether now or hereafter authorized, and may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares or securities, the preferences, rights, voting powers, restrictions or qualifications of, dividends on,

2815 1000

the times and prices of the redemption of, and the conversion rights of such shares or securities.

(b) No contract or other transaction between this Corporation and any other corporation and no act of this Corporation shall in any way be effected or invalidated by the fact that any of the directors or officers of this Corporation is pecuniarily or otherwise interested in, or is a director or officer of, such other corporation; and directors or officers of this Corporation, individually, or any firm of which any director or officer of this Corporation may be a member, may be party to, or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; and any director or officer of this Corporation who is also a director or officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction, and may, provided the contract or transaction is fair and reasonable to the Corporation, vote thereat to authorize any such contract or transaction.

(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 of its stock by classification, reclassification, or otherwise. Any such amendment which changes the terms of any of the outstanding stock or rights of the stockholders shall be valid if authorized by the same vote and procedure as are required in the case of charter amendments not changing the terms of outstanding stock. Amendment of the Corporation's Charter shall require approval by an aggregate vote of a majority of all shares entitled to vote.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act, this 19th day of May, 1986.

Donna M Maag (SEAL)
DONNA M. MAAG

0258h

3815 1001

1091

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

DOCUMENT CODE 02 Business Code 03 County 71

_____ _____ Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	20	Rec. Fee (Arts. of Inc.)	75		Special Fee
20	20	Organ. & Capitalization	80		For. Limited Partnership
62		Rec. Fee (Amendment)			
63		Rec. Fee (Merger or Consolidation)	83		Cert. Ltd. Partnership
64		Rec. Fee (Transfer)	84		Amend. to Limited Partnership
		Rec. Fee (Dissolution)	85		Term. of Limited Partnership
		Rec. Fee (Revival)			
		Foreign Qualification	21		Recordation Tax
51		Foreign Name Registration	22		State Transfer Tax
50		Cert. of Qualification or Registration	23		Local Transfer Tax
			31		Corp. Good Standing
13	9	Certified Copy 3-p	NA		For. Corporation Registration
56		Foreign Penalty			
54		For. Supplemental Cert.			Other
73		Cert. of Conveyance			
					Other

TOTAL FEES 49 _____ Check _____ Cash

APPROVED BY: JO

_____ Documents on _____ checks

Mail to Address: Cheryl Englen
Frank Bernstein ← 7/24/86
300 E. Lombard St
Balt MD 21202

Code _____

ATTENTION: _____

NOTE:

2815 1002

ARTICLES OF INCORPORATION
OF
BRADLEY SECURITIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 20, 1986 AT 10:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 5.00 20	$

D2135416

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 203008

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2915 0998

REceived for Record July 14, 1986 at 12:38 O'clock P.M.
Liber 35

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
5/16/86 at 9:30 .m.

TAI SHING, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, William Tan, whose post office address is 5602 Baltimore National Pike, Baltimore, Maryland 21228, 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 TAI SHING, INC.

RECORD 5.0
FILING 17.5
7-14-86 12:

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

a. To own, lease, manage and operate restaurants, buffets, lunch counters, bakeries, shops, for the sale of candy or ice cream, delicatessen stores, tabacco stores, cigar stands, soda fountains, check stands, parcel rooms, newsstands, and generally to conduct a restaurant, cafe, and tabacco business; and to own, lease, manage and operate such other establishments or with the business of the Corporation.

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

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

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

e. To purchase, lease or otherwise acquire, all or any part of the property, rights, businesses, contracts, 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 full or in part any activities that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, businesses, contracts, goodwill, franchises or other assets in any manner under the laws of the State of Maryland.

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

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

01000265

2814 2685

Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporation which are contained in the general laws of this State.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 1716 Dual Highway, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is William Tan, 5602 Baltimore National Pike, Baltimore, Maryland 21228. Said resident agent is an individual actually residing in Maryland.

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

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 Corporaton, and so long as there are less than Three (3) stockholders, the number of directors may be less then Three (3) but not less than the number of stockholders, and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Hung Kin Chow, Yin Teik Leong, and Ka Shu Yu.

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 it's 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 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.
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, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on May 15, 1986, and severally acknowledge the same to be my act.

----------(SEAL)
William Tan

STATE OF MARYLAND: COUNTY OF HOWARD: to wit:

I HEREBY CERTIFY, that on this 15th day of May, 1986, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared, William Tan and he acknowledged the foregoing Articles of Incorporation to be his act.

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

Edith C. Tan

Notary Public

My Commission Expires: July 1, 1986

Please return to :

William Tan, CPA
5602 Baltimore National Pike
Baltimore, Maryland 21228
Telephone: (301) 747-7744

1096

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

DOCUMENT CODE 02 Business Code 03 County 71

_____ _____ Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	20	Rec. Fee (Arts. of Inc.)	75		Special Fee
20	22	Organ. & Capitalization	80		For. Limited Partnership
62		Rec. Fee (Amendment)	83		Cert. Ltd. Partnership
63		Rec. Fee (Merger or Consolidation)	84		Amend. to Limited Partnership
64		Rec. Fee (Transfer)	85		Term. of Limited Partnership
65		Rec. Fee (Dissolution)	21		Recordation Tax
66		Rec. Fee (Revival)	22		State Transfer Tax
52		Foreign Qualification	23		Local Transfer Tax
51		Foreign Name Registration	31		Corp. Good Standing
50		Cert. of Qualification or Registration	NA		For. Corporation Registration
13	9	Certified Copy / CC-3			Other
56		Foreign Penalty			
54		For. Supplemental Cert.			Other
73		Cert. of Conveyance			

TOTAL FEES 51 Check _____ Cash

APPROVED BY: RCM

_____ Documents on _____ checks

Mail to Address: William Tan 1/24/86

5602 Baltimore National Pike, # 202
Baltimore, MD 21228

Code _____

ATTENTION: _____

NOTE:

2814 2668

ARTICLES OF INCORPORATION
OF
TAI SHING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 16,1986 AT 09:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 22	$ 5.00 20	$

D2133890

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 202819

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2814 2564

 REceived for Record July 14, 1986 at 12:38 o'clock P.M. Liber 35

APPROVED FOR RECORD 5/14/86 at 11:29 A.M.

ARTICLES OF INCORPORATION
OF
GUARDIAN JANITORIAL SYSTEMS, INC.

THIS IS TO CERTIFY:

FIRST: That William S. Barton, the subscriber, as Incorporator, being at least Twenty-One (21) years of age, do, under and by virtue of the 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, hereinafter referred to as Corporation, is: GUARDIAN JANITORIAL SYSTEMS, 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.

RECORD 5.00
B SUB 22.50
04 0198 7-14P12:38

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

[redacted]

3814 0431

61348336

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 109 South Potomac Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is Nick G. Vindivich, Sr. whose address is 109 South Potomac 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 Common Stock with no par value.

SIXTH: The Corporation shall have no less than three (3), or more than nine (9), Directors and Nick G. Vindivich, Sr., Nick G. Vindivich, Jr., Mark A. Vindivich and Donald Vindivich 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 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.

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 (2/3) 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, on May 12, 1986, and acknowledge the same to be my act.

(SEAL)

2914 0422

1101

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

DOCUMENT CODE 02 Business Code 03 County 71

_____ _____ Close

Merging (Transferor) _____

Surviving (Transferee) _____

Name Change (New Name) _____

_____ Change of Name

_____ Change of Principal Office

_____ Change of Resident Agent

_____ Change of Resident Agent Address

CODE	AMOUNT	FEE REMITTED	CODE	AMOUNT	FEE REMITTED
61	20	Rec. Fee (Arts. of Inc.)	75		Special Fee
20	20	Organ. & Capitalization	80		For. Limited Partnership
62		Rec. Fee (Amendment)			
63		Rec. Fee (Merger or Consolidation)	83		Cert. Ltd. Partnership
64		Rec. Fee (Transfer)	84		Amend. to Limited Partnership
		Rec. Fee (Dissolution)	85		Term. of Limited Partnership
		Rec. Fee (Revival)			
		Foreign Qualification	21		Recordation Tax
51		Foreign Name Registration	22		State Transfer Tax
50		Cert. of Qualification or Registration	23		Local Transfer Tax
			31		Corp. Good Standing
13	11	Certified Copy 1CC 5P	NA		For. Corporation Registration
56		Foreign Penalty			
54		For. Supplemental Cert.			Other
73		Cert. of Conveyance			
					Other

TOTAL FEES $51.00 ✓ Check _____ Cash

APPROVED BY: DK

_____ Documents on _____ checks Del 7/21/84

Mail to Address: Yanner, McGrory, Klein, Barton & Schaefer P.A.
100 W. Washington St
Hagerstown, Md 21740

Code _____

ATTENTION: _____

NOTE:

2814 0434

ARTICLES OF INCORPORATION
OF
GUARDIAN JANITORIAL SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 14,1986 AT 11:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

4

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20	$ 5.00 20	$

D2132702

TO THE CLERK OF THE 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.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

A 202720

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 2914 0430