Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
5-15-90 at 1:17p.m.

RECEIVED
'90 MAY 15 PM 1 17
STATE DEPARTMENT OF
ASSESSMENTS AND TAXATION

ARTICLES OF INCORPORATION

OF

SNACKTYME; Video and Yogurt; Martinsburg, Inc.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, Kirk E. Davis, whose Post Office address is 1305 Jefferson Boulevard, 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 a corporation, 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:

SNACKTYME; Video and Yogurt; Martinsburg, 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 purchase, lease or otherwise acquire real property, machinery, 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, for both retail and commercial purposes, 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 retail/commercial business.

B. 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

0144819

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

D. To 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.

E. 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.

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 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 100 Longmeadow Drive Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is Kirk E. Davis , whose Post Office address is 1305 Jefferson Boulevard, 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 four ( ) 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 four (4). The initial Directors are Kirk E. Davis, Patricia F.Davis, Larry Winegarden , Martin Kurtyka

SIXTH: The total number of shares of stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock with a par value of Ten Dollars ($10) each, having an aggregate par value of One Hundred Thousand Dollars ($100,000). 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: 1. As used in this Article EIGHTH, 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 Subsection (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.

NINTH: 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.

TENTH: The duration of the Corporation shall be perpetual.

1247 2455

SCHEDULE A

STOCKHOLDERS	Capital Contribution	Shareholder Percentage
Kirk E. Davis 1305 Jefferson Blvd. Hagerstown,MD 21740	$ 40.00	40 °/o
Patricia F. Davis 1305 Jefferson Blvd. Hagerstown, MD 21740	$ 45.00	45°/o
Video Unlimited of Inwood, Inc. P.O. Box 231 Hedgesville, WV 25427	$ 10.00	10°/o
TOTAL	$ 100.00	100°/o

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on May 11, 1990.

WITNESS:

Patricia Davis

Kirk E. Davis

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

I HEREBY CERTIFY that on May 11, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kirk and Patricia Davis, 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 containes.

WITNESS my hand and Official Notarial Seal.

Lillian G. Semler
Notary Public

My commission expires 3/22/94

PUBLIC

3847 3499

8

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check _____ Cash

Documents on _____ checks

APPROVED BY: JMT

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Snacktyme: Videos Yogurt
P.O. Box 1098
Hagerstown, Md. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
SNACKTYME; VIDEO AND YOGURT; MARTINSBURG, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 15, 1990 AT 1:17 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3020823

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.

MAILED OCT 1 1990

RETURN TO:
SNACKTYME; VIDEO & YOGURT
P.O. BOX 1098
HAGERSTOWN MD 21740

228C3032708

A 329550

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3243 2451

Certi. of GS. $15

Fee $30

10

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

ARTICLES OF REVIVAL

FOR 5-16-90 9:52a

GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC.

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

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

GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC.

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

GOD'S WORD TO THE WORLD INTERNATIONAL FELLOWSHIP, INC.

THIRD: The address of the principal office in this state is 635 OAK HILLAVENUE, HAGERSTOWN, MARYLAND 21740 % Mr. Robert B. Stone, Attorney-At-Law

FOURTH: The name and address of the resident agent is Mr. Robert B. Stone

635 Oak Hill Avenue, Hagerstown, Maryland 21740

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

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

RECEIVED 90 MAY 16 AM 9 52

01368353

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

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

Roy E. Snyder
ROY E. SNYDER
Last Acting President/Vice President

SEAL

Joseph F. Shields
JOSEPH SHIELDS
Last Acting Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

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

_____
Last Acting Director

_____
Last Acting Director

_____
Last Acting Director

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

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

_____
Director

_____
Director

_____
Director

1341 1378

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, ROY E. SNYDER, PRESIDENT of GOD'S WORD TO THE WORLD INTERNATIONAL
(insert name and title) (insert name of corporation)
FELLOWSHIP, 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.

Roy E. Snyder

ROY E. SNYDER, PRESIDENT
(print name beneath signature)

I hereby certify that on May 14, 1990 before me the
(insert date)
subscriber, a notary public of the State of ~~Maryland~~ New York, in and for County
(insert name
of county for which notary is appointed) Schuyler personally appeared ROY E. SNYDER,
(insert name
~~PRESIDENT OD SAID CORP~~ and made oath under the penalties of perjury that
of person swearing)
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

Kenneth J. Wilson
(signature of notary public)

My Commission expires

KENNETH J. WILSON
Notary Public, State of New York
No. 4684056
Qualified in Schuyler County
Term Expires October 31, 19[illegible]

13

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18d BUSINESS CODE 04 COUNTY 71

D 1623818 ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	9	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	10	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31	6	1 Corp. Good Standing #64679
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____
TOTAL FEES	39	

Name Change (New Name) _____

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

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Roy Snyder
PO Box 105
Watkins Glen NY
14891

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: Jro

THE ARTICLES OF REVIVAL
OF
GOD'S WORD TO THE WORLD INTERNATIONAL
FELLOWSHIP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 16, 1990 AT 9:52 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 10.00

D1623818

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.

MAILED OCT 1 1990

RETURN TO:
ROY SNYDER
P.O. BOX 105
WATKINS GLEN NY 14891

222C3032023

A 328936

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

Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR FILING
05-17-90 at 9:14 A

ARTICLES OF INCORPORATION

OF

MAPLE LEAF TACK AND WESTERN WEAR, INCORPORATED

I, Russell Unger Neff, Jr., of Route 3 Box 305, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age and acting as incorporator, do hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

1990 MAY 17 A 9:14

FIRST: The name of the corporation shall be Maple Leaf Tack and Western Wear, Incorporated (hereinafter referred to as "the Corporation").

SECOND: The purposes for which the Corporation is formed are: to engage in sales of tack, western wear and related goods; 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 Route 3 Box 305, Hagerstown, Washington County, Maryland 21740.

01378009

FOURTH: The Resident Agent of the Corporation shall be Russell Unger Neff, Jr., whose address is Route 3 Box 305, 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 (3); except that, if there is no stock outstanding, the number of directors may be less than three (3) but not less than one (1); or, 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 or annual meeting, or until successors are duly chosen and qualified, are: Russell Unger Neff, Jr., whose address is Route 3 Box 305, Hagerstown, Maryland 21740; and Sheila Ann Klusmeier, whose address is 2230 Beverly Drive, Hagerstown, Maryland 21740.

SEVENTH: Unless otherwise provided by the Board of Directors of the Corporation, the holders of any shares of the stock of the Corporation issued at the organization or first annual meetings of the Corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any shares of

3242 0508

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, I have signed these Articles of Incorporation this 10th day of May, 1990, and I acknowledge the same to be my true and voluntary act and deed.

WITNESS:

Russell Unger Neff, Jr.

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

I HEREBY CERTIFY that on this 10th day of May, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Russell Unger Neff, Jr., who signed the aforegoing Articles of Incorporation of Maple Leaf Tack and Western Wear, Incorporated, and acknowledged the same to be his voluntary act and deed.

WITNESS my Hand and Official Notarial Seal.

NOTARY PUBLIC

My Commission Expires:
July 1, 1990

Notary Public

18

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change (New Name) _____

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

Code _____

ATTENTION: Matthew C. Leafer, Esq.

MAIL TO ADDRESS: 333 North Main St.
P.O. Box 171
Boonsboro, Md. 21713

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
MAPLE LEAF TACK AND WESTERN WEAR, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 17, 1990 AT 9:14 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3018405

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.

RETURN TO:
MATTHEW C. LEEFER
333 NORTH MAIN ST.
P. O. BOX 171
BOANSBORO MD 21713

224C3032264

A 329142

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 43

05-18-90 9:06 ARTICLES OF INCORPORATION

COSS V, INC.

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

FIRST: I, LEWIS M. COSS, whose post office address is 126 West Longmeadow 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 Coss V, 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, develop, invest in and sell real and personal property; 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 126 West Longmeadow Road, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Lewis M. Coss, 126 West Longmeadow 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 one thousand (1,000) shares with a par value of One Hundred ($100.00) Dollars 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 Lewis M. Coss.

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 16th day of May, 1990, and I acknowledge the same to be my act.

WITNESS:

Renie M. DeGrange

Lewis M. Coss, pres.
Lewis M. Coss

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

I HEREBY CERTIFY, That on this 16th day of May, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lewis M. Coss and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Renie M. DeGrange
Notary Public

My Commission Expires:
July 1, 1990

MA

22

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change (New Name) _____

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

Code _____

ATTENTION: Richard W. Lawrella, Esq.

MAIL TO ADDRESS: 498 N. Potomac St. Hagerstown, Md. 21740

✓ Check ___ Cash

NOTE: File 1st

2 Documents on 1 checks (90.00)

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
COSS V, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 18, 1990 AT 9:06 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3017985

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.

MAILED OCT 1 1990

RETURN TO:
RICHARD W. LAURICELLA, ESQ.
498 N. POTOMAC STREET
HAGERSTOWN MD 21740

224C3032222

A 329119

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

3242 0330

Received for REcord August 27, 1990 at 10:30a.m.
Corporation Record Liber 43

24

05-21-90 8:58

ARTICLES OF INCORPORATION

YOMAR, INC.

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

FIRST: I, John E. Young, III, whose post office address is 429 East Baltimore Street, Greencastle, Pennsylvania, 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 Yomar, 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, manage and operate a restaurant/lounge; 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 12 East Washington Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 498 North Potomac 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 500 Class A Voting shares with a par value of $100.00 per share and 500 Class B Non-Voting shares 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 John E. Young, III.

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

Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time shall have the 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 17th day of May, 1990, and I acknowledge the same to be my act.

WITNESS:

Renee M. DeGeange

John E. Young, III

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

I HEREBY CERTIFY, That on this 17th day of May, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John E. Young, III, and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Renee M. DeGeange
Notary Public

My Commission Expires:
July 1, 1990

MA 26

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change (New Name) _____

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

Code _____

ATTENTION: Richard Lauricella, Esq.

MAIL TO ADDRESS: 498 N. Potomac St
Hagerstown Md. 21740

✓ Check ___ Cash

2 Documents on 1 checks (90.00)

NOTE: File 1st

APPROVED BY: J.M.T.

27

ARTICLES OF INCORPORATION
OF
YOMAR, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 21, 1990 AT 8:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3019718

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.

RETURN TO:
RICHARD LAURICELLA
498 N. POTOMAC ST.
HAGERSTOWN MD 21740

225C3032498

A 329350

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3342 277

Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 43

28

05-22-90 8:55 A

ARTICLES OF INCORPORATION OF SOUND INVESTMENTS, INC.

1. I, Randy Preston Schlotterbeck, whose post office address is 606 Sunset 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.

2. The name of the corporation (which is hereafter referred to as the "Corporation") is Sound Investments, Inc..

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

(a) To provide disc jockey services for weddings, fund raising events, etc.;

(b) To provide lighting and sound services;

(c) 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.

4. The post office address of the principal office of the Corporation in this State is 606 Sunset Avenue, Hagerstown, Maryland 21740. The Resident Agent at this address is Randy Preston Schlotterbeck. Said Resident Agent is an individual actually residing in the State of Maryland.

5. The total number of shares of capital stock which the Corporation is authorized to issue is One Thousand (1,000) shares of Common Stock without par value.

6. The initial 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:

(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 elected and qualify are: Randy Preston Schlotterbeck and Mary Jane Schlotterbeck.

7. The Corporation may exercise any powers, without limitation whatsoever, which a corporation may legally exercise under the laws of Maryland. In furtherance and not in limitation of the powers conferred by the laws of the State of Maryland, the Corporation is expressly authorized and empowered:

(a) To act as an agent for any individual, association, partnership, corporation or other legal entity;

(b) To receive, acquire, hold, exercise rights arising out of the ownership or possession thereof, sell, or otherwise dispose of real estate, shares or other interests in, or

W OFFICES
C. VEIL, JR., P.A.
BLIC SQUARE
TOWN, MD 21740
1) 733-0402

01438232

obligations of, individuals, associations, partnerships, corporations, or governments;

(c) To receive, acquire, hold, pledge, transfer, or otherwise dispose of shares of the Corporation, but such shares may only be purchased, directly or indirectly, out of earned surplus.

(d) To make gifts or contributions for the public welfare or for charitable, scientific or educational purposes, and in time of war, to make donations in aid of war activities.

8. In furtherance and not in limitation of the powers conferred by the laws of the State of Maryland, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws;

(b) Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to stockholder inspection;

(c) To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

(d) To determine whether any and, if so, what part, of the earned surplus of the Corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;

(e) To fix, from time to time, the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purposes;

(f) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed, and to determine the persons to participate in any such plans and the amount of their respective participations;

(g) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the By-Laws, shall have and may exercise the powers of the Board;

(h) To elect or appoint officers and agents of the Corporation and to fix their compensation;

(i) To provide for the reasonable compensation of its own members, and to fix the terms and conditions upon which such compensation will be paid;

(j) 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.

(k) To 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;

(l) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be provisions of the laws of the State of Maryland, of these Articles of Incorporation, and of the By-Laws of the Corporation;

9. 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.

10. Each holder of the Common Stock shall be entitled to one vote for each share of stock standing in his name on the books of the Corporation.

11. Interested directors. No contract or transaction between this Corporation and any of its directors, or between this Corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors, is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall with disclosure of the director's or directors' interest, be submitted for the approval or ratification of the stockholders.

12. Subject to the laws of the State of Maryland the stockholders and the Directors shall have power to hold their meeting, and the Directors shall have the power to have an office or offices and to maintain the books of the Corporation outside the State of Maryland, at such place or places as may from time to time be designated in the By-Laws or by appropriate resolution.

13. The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time to the extent and in the manner prescibed by the laws of the State of Maryland, and additional provisions authorized by such laws as are then in force may be added. All rights herein conferred on the directors, officers and stockholders are granted subject to this reservation.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of May , 1990, and I acknowledge the same to be my act.

Randy Preston Schlotterbeck

Randy Preston Schlotterbeck May 16, 1990

MA

31

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ____ Cash

____ Documents on ____ checks

APPROVED BY: JMT

Name Change (New Name) _____

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

Code ____

ATTENTION: Robert C. Veil, Jr., Esq

MAIL TO ADDRESS: 2 Public Square Hagerstown, Md. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
SOUND INVESTMENTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 22, 1990 AT 8:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3019148

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.

MAILED OCT 1 1990

RETURN TO:
ROBERT C. VIEL, JR., ESQ.
2 PUBLIC SQUARE
HAGERSTOWN MD 21740

22503032441

A 329293

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE

3243 2044

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
05-22-90 at 9:00A

ARTICLES OF INCORPORATION

OF

The Religious Effort to Assist and Care for the Homeless, Inc.

FIRST: I, Richard B. Willson, whose post office address is 350 North Cannon 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 Religious Effort to Assist and Care for the Homeless, 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 specific purposes and powers:

(1) To draw upon resources uniquely available in the faith community to address the needs of homeless persons with their time, resources and talents by: Providing guidance, assistance, and shelter to homeless persons in Washington County wherever unmet needs exist; and educating elected officials, church members and the general public to increase awareness of the causes of homelessness, and to make it clear that the whole community must work together to eradicate the root causes of homelessness: Poverty, the lack of affordable housing, substance abuse, and the absence of sufficient services for people with mental illness.

(2) 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 aforegoing purposes, or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers

(3) 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

1990 MAY 22 A 9:00

01423253

participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(4) 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.

(5) 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.

(6) 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.

(7) 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.

(8) 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.

(9) 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.

(10) 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.

(11) 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 350 North Cannon Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard B. Willson, 350 North Cannon Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

ARTICLES OF INCORPORATION
OF
The Religious Effort to Assist and Care for the Homeless, Inc.

FIFTH: The number of Directors of the Corporation shall be ten (10), which numbers may be increased pursuant to the By-Laws of the Corporation, but shall never be less than five (5); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Group 1:	Group 2:	Group 3:
Mary Wilfong	Ann Wells	Marsha Purucker
Don Forcino	Richard B. Willson	Cheryl Moyer-Walkley
Robert Sheaffer	Steve Robison	David Ridenour
James Martin		

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 7th day of May, 1990, and acknowledge the same to be my act.

WITNESS:

Pamela S Deal

Richard B Willson
Richard B. Willson
Incorporator

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

I HEREBY CERTIFY, That on this 7th day of May, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard B. Willson and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Patsy M. Shirley
Notary Public

My Commission Expires: July 1, 1990

MA

36

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ____ Cash

____ Documents on _____ checks

APPROVED BY: SMH

Name Change (New Name) _____

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

Code _____

ATTENTION: G. Clair Baker Jr., Esq.

MAIL TO ADDRESS: Day & Schneider
Suite 300
120 W. Washington St
Hagerstown, Md. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
RELIGIOUS EFFORT TO ASSIST AND CARE FOR THE
HOMELESS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 22, 1990 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3019916

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.

RETURN TO:
DAY & SCHNEIDER
ATTN:G. CLAIR BAKER, ESQ.
120 W. WASHINGTON ST., STE. 300
HAGERSTOWN MD 21740

226C3032529

A 329391

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

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 43

ARTICLES OF AMENDMENT
FOR
MASSEY HYUNDAI, INC. 05-23-90 8:54A

Massey Hyundai, Inc., a Maryland Corporation, (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deletion of Article FIFTH in its entirety and substituting in lieu thereof the following:

FIFTH: The name and address of the resident agent of the Corporation in this State is John E. Haines, 130-A Massey Boulevard, Hagerstown, Maryland 21740. Said resident agent is a resident of the State of Maryland.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Massey Hyundai, Inc., has caused these presents to be signed in its name and on its hehalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 4 day of MAY, 1990, and its President asknowledges that these Articles of Amendment are the act and deed of Massey Hyundai, 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: MASSEY HYUNDAI, INC.

Dawn C. Massey
Secretary

BY: John Massey
President

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

39

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

D2719458 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Day
120 W. Wash St
300
Hagerstown Md
21740

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

3 Documents on 1 checks

APPROVED BY: JRO

ARTICLES OF AMENDMENT
OF
MASSEY HYUNDAI, INC.

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

OF MARYLAND MAY 23, 1990 AT 8:54 O'CLOCK A.M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

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

D2719458

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.

RETURN TO:
MICHAEL DAY
120 W. WASH ST., #300
HAGERSTOWN MD 21740

228C3032784

A 329605

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3247 2866

Received for REcord August 27, 1990 at 10:30 a.m.
Corporation Record Liber 43

ARTICLES OF AMENDMENT
FOR 05-23-90 8:54A
MASSEY FORD, INC.

Massey Ford, Inc., a Maryland Corporation, (hereinafter referred to as "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by deletion of Article FIFTH in its entirety and substituting in lieu thereof the following:

FIFTH: The name and address of the resident agent of the Corporation in this State is John E. Haines, 100 Massey Boulevard, Hagerstown, Maryland 21740. Said resident agent is a resident of the State of Maryland.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Massey Ford, 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 4 day of MAY, 1990, and its President asknowledges that these Articles of Amendment are the act and deed of Massey Ford, 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: MASSEY FORD, INC.

Dorun C Massey
Secretary

BY: John E Massey
President

01438222

1990 MAY 23 A 8:5-

MA. 42

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

D0645457 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Day
120 W. Wash. St
300
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

3 Documents on 1 checks

APPROVED BY: JRO

ARTICLES OF AMENDMENT
OF
MASSEY FORD, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 23, 1990 AT 8:54 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D0645457

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.

MAILED OCT 1 1990

RETURN TO:
MICHAEL DAY
120 W. WASH ST., #300
HAGERSTOWN MD 21740

22803032783

A 329604

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record August 27, 1990 at 10:30 a.m.
Corporation Record Liber 43

5-23-90 9:12a

MAXWELL RECYCLING, INC.

CERTIFICATE OF CORRECTION

FIRST: I, Stanley A. Snyder, 200 Court Square Building, Lexington and Calvert Streets, Baltimore, Maryland 21202, being at least eighteen years of age, do hereby file this Certificate of Correction pursuant to Section 1-207 of The Corporations and Associations Article of the Maryland Annotated Code, for the purpose of correcting the Articles of Incorporation of Maxwell Recycling, Inc.

SECOND: I, Stanley A. Snyder, was the incorporator of Maxwell Recycling, Inc. and am shown on the Articles of Incorporation as the said incorporator.

THIRD: The Articles of Incorporation of the Corporation were accepted by the State Department of Assessments and Taxation of Maryland on May 1, 1990.

FOURTH: Article Sixth of the Articles of Incorporation has a typographical error, showing one of the Directors of the Corporation as being Raymond Yin, which is an error, as the correct name of this Director of the Corporation is Raymond Yiu.

IN WITNESS WHEREOF, I, hereby acknowledge this Certificate of Correction to be my act this 22nd day of May, 1990.

WITNESS: Anna T. Dubrin

Stanley A. Snyder (SEAL)
STANLEY A. SNYDER

1990 MAY 23 A 9:12

01438200

MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

45

DOCUMENT CODE 17 BUSINESS CODE _____ COUNTY 71

#D 3008232 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	10	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	7	1 Certified Copy 1P
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 17

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Stanley Snyder
200 Court Square Bldg
Lexington + Calvert St
Balt, Md 21202

✓ Check ___ Cash

NOTE: copy, mail

___ Documents on ___ checks

APPROVED BY: JS

46

CERTIFICATE OF CORRECTION OF ARTICLES OF INCORPORATION
OF
MAXWELL RECYCLING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 23, 1990 AT 9:12 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D3008232

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.

RETURN TO:
STANLEY SNYDER
200 COURT SQUARE BLDG.
LEXINGTON & CALVERT ST.
BALTIMORE MD 21202

226C3032597

A 329451

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

7343 0053

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

05-23-90 8:53A

ARTICLES OF INCORPORATION

OF

CONSOLIDATED PRINTING, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, who is eighteen (18) years of age or older, and 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 CONSOLIDATED PRINTING, INC.

THIRD: The Corporation shall be a close Corporation under Title 4 of the Corporations and Association Article of the Maryland Code.

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

To operate a custom printing business.

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

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

1990 MAY 23 A 8:53

01438221

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 for the principal office of the Corporation in this State is 1021 West Washington Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State are Sharolyn Hunter, 1048 Brinker Drive, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The Corporation elects to have no board of directors. Sharolyn Hunter will serve as director until the election to have no board of directors becomes effective.

EIGHTH: The Corporation shall elect to be taxed as a Subchapter S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting or non-voting common).

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as a Subchapter S Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 22nd day of May, 1990.

WITNESS:

Susan E. Baker

Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 22nd day of May, 1990, 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, 1990

SUSAN E. BECKER NOTARY PUBLIC WASHINGTON COUNTY, MD.

MH

50

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES _____

Name Change (New Name) _____

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

Code _____

ATTENTION: Russell R. Marks, Esq.

MAIL TO ADDRESS: Mackley, Gilbert + Marks
35 E. Washington St.
Hagerstown, Md. 21740

49 Check ___ Cash

NOTE: Copy made

___ Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
CONSOLIDATED PRINTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 23, 1990 AT 8:53 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3021664

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.

RETURN TO:
MACKLEY, GILBERT & MARKS
ATTN:RUSSEL R. MARKS,ESQ.
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

229C3032837

A 329651

RECORDED IN THE RECORDS OF THE 3344 0306

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for REcord September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

5-23-90 900a

ARTICLES OF AMENDMENT

OF

SNYDER & POOLE, P.A.

Snyder & Poole, P.A., a Maryland Corporation, having its principal office at 28 Jonathan Street, Hagerstown, MD 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking Article FIFTH which stated:

> 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.

and substituting in lieu thereof the following:

> FIFTH: The total number of shares of capital stock which the Corporation has authority to issue will be One Thousand (1,000) shares of voting Class A common stock, without par value and Ten Thousand (10,000) shares of non-voting Class B common stock, without par value.

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

IN WITNESS WHEREOF, Snyder & Poole, P.A. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this _____ day of _____, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Snyder & Poole, P.A., and under penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to

DER & POOLE, P.A.
ATTORNEYS AT LAW
STOWN, MARYLAND
ERICK, MARYLAND

01438203

the best of their knowledge, information and belief.

ATTEST:

Secretary

SNYDER & POOLE, P.A.

BY:

George E. Snyder, Jr.
President

CORPORATE SEAL:

54

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 06 COUNTY 71

D 2676625 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: G.E. Snyder, Jr
28 Jonathan St
Hagerstown Md 21740

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: JWO

ARTICLES OF AMENDMENT
OF
SNYDER & POOLE, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 23, 1990 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2676625

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.

MAILED OCT 1 1990

RETURN TO:
G.E. SNYDER, JR.
28 JONATHAN STREET
HAGERSTOWN MD 21740

229C3032946

A 329732

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE

3244 0719

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for REcord September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

56

05-23-90 9:06A.

ARTICLES OF INCORPORATION

OF

K-CREW ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, James F. Kercheval, whose post office address is Route 3, Box 22, Smithsburg, Maryland 21783, 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 K-Crew Associates, Inc.

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

The operation of a restaurant.

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 & ATTORNEYS AT LAW
POOLE, P.A.
TOWN, MARYLAND
RICK, MARYLAND

01438220

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 2049 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is James F. Kercheval, Route 3, Box 22, 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 1000 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 qualified are: James F. Kercheval and William C. Kercheval.

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 22 day of MAY, 1990.

Kristi L. Miles

James F. Kercheval

James F. Kercheval

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

I HEREBY CERTIFY, that on this 22nd day of May, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James F. Kercheval, and acknowledged the execution of the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Kristi L. Miles
Notary Public

My Commission Expires:
July 1, 1990

MA

59

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL FEES

Name Change (New Name) _____

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

Code _____

ATTENTION: G.E. "Chip" Snyder, Jr., Esq.

MAIL TO ADDRESS: Snyder + Poole
28 Jonathan St.
Hagerstown, Md. 21740

50 Check ___ Cash

NOTE: copy made

___ Documents on _____ checks

APPROVED BY: A

60

ARTICLES OF INCORPORATION
OF
K-CREW ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 23, 1990 AT 9:06 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3021672

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.

RETURN TO:
SNYDER & POOLE
ATTN: G.E "CHIP" SNYDER, JR
28 JONATHAN STREET
HAGERSTOWN MD 21740

229C3032838

A 329652

RECORDED IN THE RECORDS OF THE 3344 0211
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

61

05-24-90 12:41

ARTICLES OF INCORPORATION

BUCK'S OLD PLACE, 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 W. Lauricella, whose post office address is 498 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Buck's Old Place, 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.

1990 MAY 24 A 12:41

FIFTH: The post office address of the principal office of the Corporation in this State is 1249 Ravenwood Heights, Hagerstown, Maryland. The name and post office address of the Resident Agent of the Corporation in this State is M. Kenneth Mackley, Esquire, 35 East 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 500 shares Class A Voting with a par value of $100.00 per share and 500 shares Class B Non-Voting 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 Chrystal Donely.

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

01438420

"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 21st day of May, 1990, and I acknowledge the same to be my act.

WITNESS:

Ruth M. DeGrange

Richard W. Lauricella

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

I HEREBY CERTIFY, That on this 21st day of May, 1990, 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.

Ruth M. DeGrange
Notary Public

My Commission Expires:
July 1, 1990

M.H.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

P 63

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ____ Cash

Documents on ____ checks

APPROVED BY: JMH

Name Change (New Name) _____

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

Code ____

ATTENTION: Richard W. Lawciulla, Esq.

MAIL TO ADDRESS: 498 N. Potomac St. Hagerstown, Md. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
BUCK'S OLD PLACE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 24, 1990 AT 12:41 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3023504

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.

MAILED OCT 1 1990

RETURN TO:
RICHARD W. LAURICELLA
498 N. POTOMAC ST.
HGAERSTOWN MD 21740

230C3033073

A 329854

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

WACHS, BOONE, BANNON AND SCHUBEL, P. A.
ATTORNEYS AT LAW
138 WEST WASHINGTON STREET
HAGERSTOWN, MARYLAND 21740-4769

ERNEST V. WACHS
W. KENNEDY BOONE, III
GREGORY C. BANNON
SCOTT L. SCHUBEL
JAMES M. BALOG

(301) 739-5340
FREDERICK NUMBER (301) 293-3630
TELECOPIER (301) 739-1412

WILLIAM P. KREYKENBOHM
(1918-1979)

May 22, 1990

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

RE: Bingomania, Inc.
Account No. D2435857

Gentlemen:

I hereby resign as resident agent of the above-reference corporation, effective immediately.

Sincerely,

Scott L. Schubel

SLS/bjm

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
5-28-90 at 10:03 a.m.

1990 MAY 29 P 10:03

01490227

66

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D2435817 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES $10.00

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Wachs, Boone, Baron and Schubel, P.A.
138 W. Washington St
Hagerstown Md 21740-4769

___1___ Check _____ Cash

NOTE:

___1___ Documents on ___1___ checks

APPROVED BY: RMC

RESIGNATION OF RESIDENT AGENT
OF
BINGO MANIA, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 29, 1990 AT 10:03 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2435857

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.

RETURN TO:
WACHS, BOONE, BANNON & SCHUBEL
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

229C3032940

A 329726

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for REcord September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

05-31-90 at 9:03A.

ARTICLES OF INCORPORATION

OF

WEATHER SHIELD COMPANY, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, who is eighteen (18) years of age or older, and 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 WEATHER SHIELD COMPANY, INC.

THIRD: The Corporation shall be a close Corporation under Title 4 of the Corporations and Association Article of the Maryland Code.

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

To engage in the roofing business.

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

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

The 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

FILED MAY 31 1990 9:03

01518182

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 for the principal office of the Corporation in this State is Route 4, Box 277B, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are Ellis R. Martin, Route 4, Box 277B, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The Corporation elects to have no board of directors. Ellis R. Martin will serve as director until the election to have no board of directors becomes effective.

EIGHTH: The Corporation shall elect to be taxed as a Subchapter S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting or non-voting common).

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as a Subchapter S Corporation.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 18th day of May, 1990.

WITNESS:

Susan E. Becker

Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 18th day of May, 1990, 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:

7/1/90

MR

E 71

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	50	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 49

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: J.M.T

Name Change (New Name) _____

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

Code _____

ATTENTION: Russell R. Marks, Esq.

MAIL TO ADDRESS: Mackley, Gilbert + Marks
35 E. Washington St.
Hagerstown, Md. 21740

NOTE: Copy made

72

ARTICLES OF INCORPORATION
OF
WEATHER SHIELD COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 31, 1990 AT 9:03 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3026531

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.

RETURN TO:
MACKLEY, GILBERT & MARKS
ATTN: RUSSELL R. MARK, ESQ.
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

234C3030508

A 330311

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

05-31-90 12:28

BEAVER CREEK CONCRETE CORPORATION

RECEIVED

ARTICLES OF AMENDMENT

'90 MAY 31 PM 12 28

STATE DEPT. OF ASSESSMENTS & TAXATION

BEAVER CREEK CONCRETE CORPORATION, a Maryland corporation, having its principal office at Route 2 Box 223-A1, Smithsburg, Maryland 21783 (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Corporation hereby amends its Charter as currently in effect by striking in its entirety Article FIFTH and substituting the lieu thereof the following:

> **FIFTH:** The total number of shares of capital stock which the Corporation has authority to issue is two hundred thousand (200,000) shares of one class of common stock divided into fifty thousand (50,000) shares of Voting Common Stock, par value Fifty Cents ($.50) per share; and one hundred fifty thousand (150,000) shares of Non-Voting Common Stock, par value Fifty Cents ($.50) per share; the total par value of all shares of the Corporation's capital stock amounting in the aggregate to One Hundred Thousand Dollars ($100,000.00).
>
> All shares of both the Voting Common Stock and the Non-Voting Common Stock shall be identical in all respects and neither the Voting Common Stock nor the Non-Voting Common Stock shall have any preferential rights with respect to dividends, redemption, liquidation, dissolution and any and all other distributions or rights of stockholders, except that the holders of shares of the Corporation's Voting Common Stock shall have the sole right to vote on any and all matters requiring stockholder approval; the holders of the Non-Voting Common Stock shall have no right to vote such shares whatsoever.

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

01528032

of Directors of the Corporation duly advised the foregoing amendment; and, by written informal action unanimously taken by the Stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved said amendment.

THIRD: Immediately prior to the foregoing amendment, the Corporation had the authority to issue Two Hundred Thousand (200,000) shares of the Corporation's capital stock, all of one class, such stock being Common Stock, par value Fifty Cents ($.50) per share, with an aggregate par value amounting to One Hundred Thousand Dollars ($100,000.00).

FOURTH: Immediately following the foregoing amendment, the Corporation will have the authority to issue Two Hundred Thousand (200,000) shares of the Corporation's capital stock, all of one class, divided into Fifty Thousand (50,000) shares of Voting Common Stock and One Hundred Fifty Thousand (150,000) shares of Non-Voting Common Stock, each having a par value of Fifty Cents ($.50) per share, for an aggregate par value of both amounting to One Hundred Thousand Dollars ($100,000.00).

FIFTH: The manner and basis of implementing the change in the Corporation's capital structure effected by the foregoing amendment shall be as follows:

> Upon acceptance of these Articles of Amendment by the State Department of Assessments and Taxation of Maryland, the Corporation shall be authorized to issue Voting Common Stock and Non-Voting Common Stock. Each share of the Corporation's Common Stock issued and outstanding immediately prior to the filing of these

Articles of Amendment will, without further action, be changed and reclassified into one share of the Corporation's Non-Voting Common Stock. At the request of any holder of any certificate representing the Corporation's Common Stock issued and outstanding immediately prior to the filing of these Articles of Amendment, or at the request of the Corporation, those certificates issued and outstanding immediately prior to the filing of these Articles of Amendment may be surrendered to or recalled by the Corporation and, in exchange therefor, a new certificate will be issued to such holder for an equivalent number of shares of the Corporation's Non-Voting Common Stock.

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 hereunder affixed and attested to by its Secretary on this 31st day of May, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of the Corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Rodney W. Sowers, Secretary

BEAVER CREEK CONCRETE CORPORATION

Richard T. Sowers, President

76

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 71

D 2871929 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 50

Name Change (New Name) _____

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

Code 054

ATTENTION: S. Keith Moulsdale

MAIL TO ADDRESS: _____

___ Check ✓ Cash

Documents on _____ checks

NOTE: ack-mail.

APPROVED BY: JMT

77

ARTICLES OF AMENDMENT
OF
BEAVER CREEK CONCRETE CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 31, 1990 AT 12:28 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2871929

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.

MAILED OCT 1 1990

RETURN TO:
SEMMES, BOWEN & SEMMES
ATTN:S. KEITH MOULSDALE
250 WEST PRATT STREET
BALTIMORE MD 21201

23203030308

A 330126

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3245 1244

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

RECEIVED
'90 MAY 30 PM 1 11
STATE DEPT. OF
ASSESSMENTS & TAXATION

5/30/90 1:11 p.

p.

ARTICLES OF INCORPORATION

OF

MICROLOGIC, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, John S. Young, whose post office address is Route 9, Box 368-B, Hagerstown, MD 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 MicroLogic, Inc.

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

Computer retail sales and training.

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 & ATTORNEYS AT LAW
POOLE, P.A.
OWN, MARYLAND
RICK, MARYLAND

01518027
01518029

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 Route 9, Box 368-B, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John S. Young, Route 9, Box 368-B, 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 1000 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 qualified are: John S. Young, Wanda M. Young, John Young.

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 29 day of MAY, 1990.

John S. Young

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

I HEREBY CERTIFY, that on this 29th day of May, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John S. Young, and acknowledged the execution of 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, 1990

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

81

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3pgs.
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other
TOTAL FEES	99	

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: John S. Young
Route 9, Box 368-B
Hagerstown, MD
21740

✓ Check ___ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: SMG

CERTIFIED COPY MADE

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ARTICLES OF INCORPORATION
OF
MICROLOGIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND MAY 30, 1990 AT 1:11 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3024882

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.

RETURN TO:
JOHN S. YOUNG
ROUTE 9, BOX 368-B
HAGERSTOWN MD 21740

232C3030204

A 330030

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

Received for REcord September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

GEORGIA NEWMAN, INC.
ARTICLES OF REVIVAL

6-1-90 8:20a

Georgia Newman, 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, 1987, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

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

THIRD: The name by which the Corporation will hereafter be known is Georgia Newman, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 1845 Preston Road, 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 Richard F. Newman, 1845 Preston Road, Hagerstown, 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

01523065

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 the 30th day of May, 1990.

Richard F. Newman

Richard F. Newman, President

Georgia Newman Sec

Georgia Newman, Secretary

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

I HEREBY CERTIFY THAT on this 30th day of May, 1990, before me, the subscriber, a Notary Public in the State and County aforesaid, personally appeared Richard F. Newman and Georgia Newman, the last acting President and Secretary, respectfully of Georgia Newman, 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, 1990

85

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 188A BUSINESS CODE 03 COUNTY 71

D10 72925 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600	200	86, 87, 88, 89, 90 Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL FEES 250

✓ Check ___ Cash

Documents on ___ checks

APPROVED BY: JS

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard Lauricella
498 N. Potomac St
Hagerstown Md 21740

NOTE:

86

THE ARTICLES OF REVIVAL
OF
GEORGIA NEWMAN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 1, 1990 AT 8:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D1072925

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.

RETURN TO:
RICHARD LAURICELLA
498 N. POTOMAC STREET
HAGERSTOWN MD 21740

233C3030441

A 330257

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
87
APPROVED FOR TRANSFER
06-01-90 8:26A

ATRICLES OF INCORPORATION

OF

TRISTATE ELECTRONIC MANUFACTURING, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Richard F. McGrory, whose post office address is 152 West Washington Street, Hagerstown, Maryland, 21740, 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, submit these Articles with the intention of forming a corporation by the execution and filing thereof.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is TRISTATE ELECTRONIC MANUFACTURING, 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 design, construct, establish, purchase, assemble, manufacture, acquire, hold, use, equip, outfit, supply, service, maintain, operate, sell, ship and otherwise dispose of electronic circuit boards, designs, and assemblages of every relating kind and description whatsoever; to provide said services as either a direct or sub-assembler to other sub and general contractors and/or directly to the distributor and/or retailer; and to engage in all activities, to render all services, and to buy, sell, use, handle, and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products, and merchandise incidental or related thereto.

B. To manufacture, produce, design, treat, purchase, acquire, assemble, package, ship, exchange, distribute, sell and otherwise dispose of, handle, market, store, import, export, deal and trade in electronic circuit boards and other electronic assemblages of every kind and description.

C. To purchase, lease, or otherwise acquire real property, machinery, 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

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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 commercial/retail business.

D. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, business contacts, 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 business or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, 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.

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

F. 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.

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

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 part of the property of the Corporation, real or personal, including contract rights, whether at the time owner 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. 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 limitation 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 91 Western Maryland Parkway, Suite #5, Hagerstown, Washington County, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Ryan K. Null, 8216 Barnes Road, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in and a citizen of the State of Maryland.

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 names of the three (3) Directors are Ryan K. Null, Terri A. Null, and Gregory W. Null.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of Common Stock with a par value of One Dollar ($1.00) each, having an aggregate par

value of One Hundred Thousand Dollars ($100,000.00). Each share of Common Stock shall be entitled to one (1) vote.

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

A. The Board of Directors of the Corporation 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 consideration as said Board of Directors may deem advisable, irrespective of the value or amounts of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws if 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 he 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 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 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: 1. As used in this Article EIGHTH, 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 Corporations shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any 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, unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that Indemnification of such Corporate Representative other than a present or former Director or Officer is proper in circumstances.

NINTH: 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, any 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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and acknowledges the same to be his act, and further acknowledges, under the penalty of perjury, that, to the best of his knowledge, information and belief, the matters and facts contained herein are true in all material respects on this 30th day of May, 1990.

WITNESS:

Ryan E. Nell

Richard F. McGrory

Richard F. McGrory

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

I HEREBY CERTIFY that on May 30th, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard F. McGrory 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.

Jeannette Rinehart

Notary Public

My Commission Expires:

July 1, 1994

MA

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STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

[redacted]# ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

[redacted]Merging (Transferor) ____ Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
[redacted]13		Certified Copy
[redacted]56		Penalty
[redacted]54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
[redacted]70		Change of P.O., R.A. or R.A.A.
[redacted]91		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL FEES 40

Name Change (New Name) ____

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

Code ____

ATTENTION: Richard F. McGrory, Esq.

MAIL TO ADDRESS: McGrory & Schaefer
152 W. Washington St.
Hagerstown, Md. 21740

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
TRISTATE ELECTRONIC MANUFACTURING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 1, 1990 AT 8:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3025798

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.

MAILED OCT 1 1990

RETURN TO:
MCGRAY & SCHAEFER
ATTN: RICHARD F. MCGRAY
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

233C3030393

A 330214

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

95

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR RECORD

06-01-90 8:50A

ARTICLES OF INCORPORATION

OF

EDELWEISS TRUCKING CO., INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Francis J. Davies, whose post office address is 106 Roessner Avenue, Hagerstown, Maryland 21740; and Howard C. Stokes, whose post office address is Lakewood Drive, Hagerstown, Maryland, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Edelweiss Trucking Co., Inc.

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

The leasing and operation of tractor-trailers.

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.

1990 JUN 1 8:50

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

01520170

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 106 Roessner Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Francis J. Davies, 106 Roessner 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 1000 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 qualified are: Francis J. Davies, Howard C. Stokes, Waltraud Davies and Barbara Stokes.

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 29th day of May, 1990.

Kristi Miles

Francis J. Davies
Francis J. Davies

Kristi Miles

Howard C. Stokes
Howard C. Stokes

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

I HEREBY CERTIFY, that on this 29th day of May, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Francis J. Davies and Howard C. Stokes, 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.

Notary Public

My Commission Expires:
July 1, 1990

MA

99

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4 pgs
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: G.E. "Chip" Snyder, Jr., Esq

MAIL TO ADDRESS: Snyder & Poole
28 Jonathan St.
Hagerstown, Md. 21740

TOTAL FEES $50

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: SMY

ARTICLES OF INCORPORATION
OF
EDELWEISS TRUCKING CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 1, 1990 AT 8:50 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3027166

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.

RETURN TO:
SNYDER & POOLE
ATTN:G.E""CHIP"" SNYDER, JR., ESQ
.28 JONATHAN ST.
HAGERSTOWN MD 21740

235C3030622

A 330412

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

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR ENTRY
06-04-90 9:27A

Homeowners Opposed to Pit Encroachment, Inc.

Articles of Incorporation

Article 1. Incorporators. We, the undersigned residents of the State of Maryland, being at least 18 years of age, associate ourselves together for the purpose of forming a non-profit corporation under the general laws of the State of Maryland.

Article 2. Name and Location. The name of the corporation shall be Homeowners Opposed to Pit Encroachment, Inc., and its location shall be Washington County, State of Maryland.

Article 3. Duration. The period of duration of this non-profit corporation shall be perpetual so long as the members by two-thirds vote deem it necessary to meet its purpose.

Article 4. Purpose. This corporation is a non-profit civic organization organized for the promotion of social and general welfare in the general area of the Fiddlersburg community and its environs east of the City of Hagerstown, Maryland. The business and purpose of this corporation shall be the protection of the rights, physical condition of buildings and homes, aesthetic, environmental and property values and general wellbeing of landowners and residents of that area from encroachment and endangerment by the Independent Cement Company and other parties, to be pursued through public education and other lawful means.

Article 5. Non-Stock Corporation. The corporation shall have no authority to issue capital stock, and no dividends or pecuniary profits shall be declared or paid to the members.

Article 6. Principal Office. The address of the principal office of the corporation is care of Richard J. McEvoy, Route 10, Box 29-I, Hagerstown, Maryland 21740.

Article 7. Resident Agent. The name of the resident agent of the corporation is Mr. Richard J. McEvoy, whose address is indicated in Article 6 above.

1990 JUN -4 A 9:27

Article 8. Directors: The number of directors of the corporation shall be five (5). The names of the directors who will serve as directors until the first annual meeting and until their successors are elected and qualify are as follows:

Name	Address
Richard J. McEvoy	Route 10, Box 28-I Hagerstown, Maryland 21740
Patricia Ross	Route 10, Box 28-G Hagerstown, Maryland 21740
Rod R. Reed	Route 10, Box 28-J Hagerstown, Maryland 21740
JoAnn Tigrett	2615 Paradise Church Road Hagerstown, Maryland 21740
David Wagner	Route 10, Box 28-W Hagerstown, Maryland 21740

Article 9. Election of Directors. Members of the corporation shall elect directors at the first general membership meeting following incorporation of the corporation.

Article 10. Corporate Officers and their Functions
(a). The general officers of the corporation shall be President, Vice-President, Secretary and Treasurer.

(b). The principal duties of the President shall be to preside at all meetings of the members and the Board of Directors and to have general supervision of the affairs of the corporation.

(c). The principal duties of the Vice-President shall be to discharge the duties of the President in the event of absence or disability of the President for any cause.

(d). The principal duties of the Secretary shall be to keep a record of the proceedings of the Board of Directors and general membership meetings and to safely and systematically keep all books, papers, records and documents belonging to the corporation or in any way pertaining to its business.

(e). The principal duties of the Treasurer shall be to keep an account of all monies, credits and property of any and every nature of the corporation that shall come into his or her hands, keep an accurate account of all monies received and disbursed and proper vouchers for monies disbursed, and render such accounts, statements, and inventories of monies received and disbursed and of money and property on hand and generally of all matters paertaining to his or her office, as shall be required by the Board of Directors.

(f). The members of the corporation may change the duties of existing officers or provide for the appointment of such additional officers as they may deem in the best interest of the corporation upon two-third vote of the attending members.

(g). The officers shall perform such additional or different duties as shall from time to time be imposed or required by two-thirds vote of the attending members or as may be prescribed from time to time by the Bylaws of the corporation.

Article 11. Election of Officers. The officers shall be elected by majority vote of the attending members of the corporation at a regularly scheduled general meeting.

Article 12. Membership Requirements. Membership in the corporation shall be open to any person who subscribes in good faith to the Purpose of the corporation stated in Article 4 above.

Article 13. Amendments. These Articles may be amended by two-thirds vote of the attending members at a well publicized general meeting of the membership.

Article 14. Incorporators. The names and residences of the persons forming this corporation are those listed in Article 8 above.

In Witness Whereof, We have signed these articles and severally acknowledge same to be our act.

_____ Date: 29 May 90

_____ Date: 5-29-90

_____ Date: 5-29-90

_____ Date: 5-29-90

_____ Date: 5-29-90

MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

105

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
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NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and ____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 40

✓ Check ____ Cash

Documents on ____ checks

APPROVED BY: SMG

Name Change (New Name) ____

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

Code ____

ATTENTION: Brent Talbert - Smith

MAIL TO ADDRESS: Route 10
Box 28 - 1/2
Hagerstown, Md. 21740

NOTE:

106

ARTICLES OF INCORPORATION
OF
HOMEOWNERS OPPOSED TO PIT ENCROACHMENT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 4, 1990 AT 9:27 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3028131

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 OE ASSESSMENTS AND TAXATION OF MARYLAND.

MAILED OCT 1 1990

RETURN TO:
BRENT TALBERT-SMITH
ROUTE 10 BOX 28 1/2
HAGERSTOWN MD 21740

236C3030767

A 330534

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

HAGERSTOWN TITLE COMPANY, INC.

ARTICLES OF DISSOLUTION 06-07-90 8:34A

[For Use when there are Shares
Outstanding or Subscribed For]

HAGERSTOWN TITLE COMPANY, INC., a Maryland corporation having its principal office in Hagerstown, Maryland (hereinafter called the Corporation), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth, and the post office address of the principal office of the Corporation in the State of Maryland is Hagerstown Trust Building, Hagerstown, Maryland.

THIRD: The name of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, is Irvine H. Rutledge. The post office address of the resident agent is Hagerstown Trust Building, Hagerstown, Maryland.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

NAME	ADDRESS
Thomas J. Schaefer	1560 Wilson Boulevard Arlington, Virginia 22209
Melvin Lenkin	1560 Wilson Boulevard Arlington, Virginia 22209

William B. Swift	1560 Wilson Boulevard Arlington, Virginia 22209
Tim A. Armstrong	1560 Wilson Boulevard Arlington, Virginia 22209
Robert Wahlman	1560 Wilson Boulevard Arlington, Virginia 22209

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

NAME	TITLE	ADDRESS
Thomas J. Schaefer	President	1560 Wilson Boulevard Arlington, Virginia 22209
Robert Wahlman	Vice-President	1560 Wilson Boulevard Arlington, Virginia 22209
William B. Swift	Vice-President	1560 Wilson Boulevard Arlington, Virginia 22209
Tim A. Armstrong	Treasurer	1560 Wilson Boulevard Arlington, Virginia 22209
Lynda R. Shirlen	Secretary	1560 Wilson Boulevard Arlington, Virginia 22209

SIXTH: The entire board of directors by consent in writing, filed with the minutes of proceedings of the board, adopted a resolution declaring that dissolution of the Corporation is advisable and directing that the proposed dissolution be submitted to the stockholders for their unanimous written consent thereto.

SEVENTH: A consent in writing to the dissolution of the Corporation, signed by all the stockholders of the Corporation entitled to vote on the dissolution has been filed with the records of the stockholders meeting.

EIGHTH: The dissolution of the Corporation has been duly advised by the board of directors and authorized by the stockholders of the Corporation in the manner and by the vote required by law and by the charter of the Corporation.

NINTH: The corporation has no known creditors.

TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes (being all collectors of taxes in the list thereof heretofore supplied to the Corporation by the State Department of Assessments and Taxation of Maryland) stating in effect that all taxes levied on assessments made by the said Department and billed by and payable to such collecting authorities by the Corporation have been paid or provided for in a manner satisfactory to the Comptroller of the Treasury and such authorities, respectively, except taxes barred by The Statute of Limitations or otherwise, including taxes billed for the year in which the dissolution of the Corporation is to be effected, namely:

None

IN WITNESS WHEREOF, HAGERSTOWN TITLE COMPANY, INC. has caused these presents to be signed in its name and on its behalf by its Vice-President and attested by its Secretary on April 9, 1990.

HAGERSTOWN TITLE COMPANY, INC.

By William B. Swift
William B. Swift
Vice-President

ATTEST:

Lynda R. Shirlen
Lynda R. Shirlen
Secretary

THE UNDERSIGNED, Vice-President of HAGERSTOWN TITLE COMPANY, INC., who executed on behalf of said corporation the foregoing Articles of Dissolution, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Dissolution 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.

William B. Swift
Vice-President

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN, COMPTROLLER J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER
GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, CPA, DIRECTOR
LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

Dear Sir/Madam:

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

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

HAGERSTOWN TITLE COMPANY, INC.

have been paid.

WITNESS my hand and official seal this

31ST day of MAY A.D. 19 90.

Marlene Ladd
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:
TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

112

M.A

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 71

D0115378 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
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83		Cert. Limited Partnership
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87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 50

✓ Check _____ Cash

Documents on _____ checks

APPROVED BY: SMH

Name Change
(New Name) _____

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

Code 015

ATTENTION: Marilyn Lizzio

MAIL TO ADDRESS: _____

NOTE:

THE ARTICLES OF DISSOLUTION
OF
HAGERSTOWN TITLE COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 7, 1990 AT 8:34 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D0115378

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.

RETURN TO:
CT CORPORATION SYSTEM
M. LIZZIO
1025 VERMONT AVE., N.W.
WASHINGTON DC 20005

239C3031250

A 330667

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

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECEIVED
'90 JUN 8 PM 3 30
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

06-08-90 at 3:30 P

SEA VENTURES, INC.

FIRST: I, Andrew W. Quinn, 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 SEA Ventures, Inc.

THIRD: The purposes for which the Corporation is formed are to (1) to operate a restaurant business and (2) 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 3 Peach Tree Lane, Williamsport, Maryland 21795. The name and address of the resident agent of the Corporation are Sarah Emily Ardinger, 3 Peach Tree Lane, Williamsport, Maryland 21795.

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, until changed as provided by the By-Laws of the Corporation.

01628018

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 Sarah Emily Ardinger and Ned A. Ardinger.

SEVENTH: The Corporation shall indemnify, to the fullest extent permitted by Maryland law as it may be amended from time to time, all persons who at any time were or are directors or officers of the Corporation. The Corporation shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, Maryland law as it may be amended from time to time. The Corporation may indemnify any other persons permitted but not required to be indemnified by Maryland law as it may be amended from time to time, if and to the extent indemnification is authorized and determined to be appropriate in each case in accordance with applicable law by the Board of Directors, the stockholders or special legal counsel appointed by the Board. The Corporation shall not be required to purchase or maintain insurance on behalf of any present or former directors or officers or other persons required or permitted to be indemnified. No amendment of the charter of this Corporation or repeal of any of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect

of any act or omission that occurred prior to such amendment or repeal.

I acknowledge these Articles of Incorporation to be my act this 8th day of June, 1990.

Andrew W. Quinn

116 mA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) ____

Surviving (Transferee) ____

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

TOTAL FEES 40

Name Change (New Name) ____

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

Code 045

ATTENTION: Andrew Quinn

MAIL TO ADDRESS: ____

✓ Check ____ Cash

NOTE:

Documents on ____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
SEA VENTURES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 8, 1990 AT 3:30 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3030590

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.

MAILED OCT 1 1990

RETURN TO:
MILES & STOCKBRIDGE
ATTN:ANDREW QUINN
10 LIGHT STREET
BALTIMORE MD 21202

238C3031062

A 330884

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

3347 0547

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

THE BOARD OF DIRECTORS OF MASON-DIXON COUNCIL, INC., BOY SCOUTS OF AMERICAN, A CORPORATION ORGANIZED ON December 15, 1934 duly approved a resolution as follows:

RESOLVED: This 22nd day of May, 1990, that the resident agent of the Corporation in the State of Maryland be and he is hereby changed from David D. Pool, whose post office address is 7- I Milestone Garden Apartments, Williamsport, Maryland 21795, to Alan F. Lambert, whose post office address is 1200 Crestwood Drive, Hagerstown, Maryland 21740, and who is a resident of the State of Maryland.

RESOLOVED: 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.

Alan F. Lambert
, Secretary

1990 JUN 11 A 9:45

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
6-11-90 at 9:45 A.m.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0237768 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES $10.00

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: McAvoy and Schaffer
152 W. Washington St
Hagerstown, Md 21740

___1___ Check _____ Cash

NOTE:

___1___ Documents on ___1___ checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
MASON-DIXON COUNCIL, INC., BOY SCOUTS OF AMERICA

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 11, 1990 AT 9:45 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D0237768

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.

RETURN TO:
MCGRORY AND SCHARFER
152 W. WASHINGTON ST.
HAGERSTOWN MD 21740

240C3031383

A 331118

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

Received for Record September 10, 1990 at 11:00 a.m.
corporation Record Liber 43

6-11-90 12:25p

THE WESTERN MARYLAND CENTER FOUNDATION, INC.

ARTICLES OF AMENDMENT

The Western Maryland Center Foundation, Inc., a Maryland Corporation, having its principal office at 1500 Pennsylvania Avenue, Hagerstown, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

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

SECOND: The Charter of the Corporation is hereby amended by striking Article 8 and substituting in lieu thereof the following:

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.

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

THIRD: By written informal action, unanimously taken by the members of 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 members of the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously approved said amendments. There are no voting members of the corporation other than the members of the Board of Directors.

IN WITNESS WHEREOF, The Western Maryland Center Foundation, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 16th day of May, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of The Western Maryland Center Foundation, Inc., and under penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Janet G. Rouzer

Janet G. Rouzer,
Secretary

WESTERN MARYLAND CENTER
FOUNDATION, INC.

By: Charles Lyons

Charles Lyons,
President

CORPORATE SEAL:

121

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

D 2544518 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: George Snyder
28 Jonathan St
Hagerstown Md
21740

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

Documents on _____ checks

APPROVED BY: JRS

ARTICLES OF AMENDMENT
OF
THE WESTERN MARYLAND CENTER FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 11, 1990 AT 12:25 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	$

D2544518

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.

MAILED OCT 1 1990

RETURN TO:
GEORGE SNYDER
28 JONATHAN STREET
HAGERSTOWN MD 21740

24IC3031550

A 331266

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

126 Received for REcord September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
6/12/90 AT 8:37 a.m.

ARTICLES OF INCORPORATION

OF

HAGERSTOWN COUNTRY WESTERN DANCE ASSOCIATION, INC.

I, THOMAS MANN, SR., of 344 Englewood Road, Hagerstown, Maryland 21740, a natural person of the age of eighteen years or more, acting as incorporator of a corporation under the Annotated Code of Maryland, adopt the following Articles of Incorporation for such Corporation.

ARTICLE I- NAME

The name of this Corporation is HAGERSTOWN COUNTRY WESTERN DANCE ASSOCIATION, INC.

ARTICLE II- STOCK

This Corporation shall be a non-stock corporation as authorized by Title 5 of the Corporation and Associations Article of the Annotated Code of Maryland, and shall have no authority to issue capital stock.

ARTICLE III- DURATION

The duration of this Corporation is perpetual.

ARTICLE IV- PURPOSES

The purposes for which this Corporation is organized are:

a. To develop and provide a broad comprehensive program for the enjoyment and participation of our members with respect to Country and Western Dance.

01708052

b. To develop and provide additional Country and Western Dance routines from wherever they come to our members.

c. To develop and provide for an Exhibition Dance Group to publicly portray our craft for those persons or groups that would be interested.

d. To develop and encourage interchange of all types with other Country and Western groups including but not limited to: (1) exchange of newsletters; (2) travel by the Exhibition Dance Group to other areas; (3) travel by individual members to other areas and obtain any information that can be shared with all members.

e. To compile, edit, print, publish and distribute a newsletter on at least a quarterly basis to the membership. To also distribute such other material as approved by the Board of Directors that would benefit our membership by such distribution.

f. To develop an explicit code of dress, conduct and behavior for participation in our group as a member in good standing.

g. To establish other Chapters or units of this organization as will enable it to serve most effectively the welfare of this group, in areas where there is a need for the programs and activities of this organization.

h. To establish advisory committees consisting of persons in various fields of endeavor associated with Country and Western Dance to provide guidance and assistance in our activities and further sound ties with other organizations, as well as with the communities in which this organization may operate.

i. The Corporation was organized exclusively for charitable and educational purposes within the meaning of Section (c) (3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code.

j. To do each and every thing 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 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.

k. 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 IV 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 activity for which corporations may be organized under the General Corporation Law of Maryland.

ARTICLE V - STOCK

a. 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 to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes stated in Article IV hereof.

b. No substantial part of the activities of the Corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c. 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 (c) (3) of the Internal Revenue Code.

ARTICLE VI - INITIAL OFFICE AND AGENT

The post office address of the principal office of the Corporation in this State is 334 Englewood Road, Hagerstown, Maryland 21740. The name and address of the Resident Agent of

the Corporation in this State is Thomas Mann, Sr., 344 Englewood Road, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

ARTICLE VII - DIRECTORS

After the completion of the organizational meeting of the directors and after this charter document becomes effective, the corporation shall have four (4) members of the Board of Directors, and they are: Thomas Mann, Sr., 344 Englewood Road, Hagerstown, Maryland 21740; John Ronzo, 2705 Bluebird Drive, Hagerstown, Maryland 21740; Connie Little , 910 Jefferson Boulevard, Hagerstown, Maryland 21740 and Donald Bowers, 10650 Fort Stauffer Road, Greencastle , Pennsylvania 17225.

ARTICLE VIII

Upon the dissolution of the Corporation, remaining assets shall be distributed to one or more organizations which are recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not 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 exempt purposes within the meaning of Code Section 501(c)(3) or to an organization or organizations which are tax exempt under Section 501(c)(3) as said Court shall determine.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation and acknowledged the same to be ours on the ____ day of May 24, 1990.

WITNESS:

Thomas L. Mann Sr.
Thomas Mann, Sr.

132 MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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64		Rec. Fee (Transfer)
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66		Rec. Fee (Revival)
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54		For. Supplemental Cert.
53		Foreign Resolution
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87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

✓ Check ____ Cash

Documents on _____ checks

APPROVED BY: SMM

Name Change (New Name) _____

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

Code _____

ATTENTION: Steven R. Cohen, Esq.

MAIL TO ADDRESS: 30 W. Patrick St Suite 500 Frederick, Md. 21701

NOTE:

ARTICLES OF INCORPORATION
OF
HAGERSTOWN COUNTRY WESTERN DANCE ASSOCIATION,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 12, 1990 AT 8:37 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3036209

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.

RETURN TO:
STEVEN R. COHEN, ESQ.
30 W. PATRICK ST., STE. 500
FREDERICK MD 21701

24SC3031915

A 331583

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

06-13-90 8:22A

ARTICLES OF INCORPORATION

OF

BEGINNINGS DAY CARE, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, Richard F. McGrory, whose post office address is 152 West Washington Street, Hagerstown, Maryland, 21740, 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, submit these Articles with the intention of forming a corporation by the execution and filing thereof.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is BEGINNINGS DAY CARE, 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. The Corporation is organized exclusively for educational and business purposes including, for such purposes, to receive and administer funds for such school-related, business and educational purposes, all for the public welfare, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, 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 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 profit corporation organized under the applicable provisions of the Annotated Code of Maryland for school-related, educational and business purposes, all for the public welfare, can be authorized to exercise.

B. Included among the school-related, educational and business purposes for which the Corporation is organized are the following:

01048087

(1) To consider and deal by all lawful means with common problems involved in developing and operating a program of pre and after school care for elementary school students as the space is available.

(2) To develop a program of pre and after school care for students.

(3) The corporation is organized and operated exclusively for the above stated purposes.

C. To purchase, lease, or otherwise acquire real property, machinery, 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 commercial/retail business.

D. To purchase, lease or otherwise acquire, all or any part of the property, real or personal, rights, business contacts, 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 business or any other business that the Corporation may be authorized to carry on, and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, 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.

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

F. 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.

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, or pledge or conveyance or assignment in trust of, the whole or part of the property of the Corporation, real or personal, including contract rights, whether at the time owner 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. 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 limitation 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 Mt. Vernon Drive, Keedysville, Washington

County, Maryland, 21756. The name and post office address of the Resident Agent of the Corporation in Maryland is Mary Alice Hemel, 28 South Main Street, Boonsboro, Maryland 21713. The Resident Agent is an individual actually residing in and a citizen of the State of Maryland.

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 names of the three (3) Directors are Mary Alice Hemel, William L. Wempe, and Guy R. Schaeffer.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares of Common Stock with a par value of One Dollar ($1.00) each, having an aggregate par value of One Hundred Thousand Dollars ($100,000.00). Each share of Common Stock shall be entitled to one (1) vote.

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

A. The Board of Directors of the Corporation 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 consideration as said Board of Directors may deem advisable, irrespective of the value or amounts of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-Laws if 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 he 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 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 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: 1. As used in this Article EIGHTH, 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 Corporations shall indemnify a present or former Director or Officer of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

3. With respect to any 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, unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of all the votes cast by Stockholders who were not parties to the proceeding, that Indemnification of such Corporate Representative other than a present or former Director or Officer is proper in circumstances.

NINTH: 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, any 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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and acknowledges the same to be his act, and further acknowledges, under the penalty of perjury, that, to the best of his knowledge, information and belief, the matters and facts contained herein are true in all material respects on this 11th day of June, 1990.

WITNESS:

Diane H. Riggleman

Richard F. McGrory

Richard F. McGrory

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

I HEREBY CERTIFY that on June 11, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Richard F. McGrory 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.

Jeannette Rinehart

Notary Public

My Commission Expires:

July 1, 1994

140 MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

___ Documents on _____ checks

APPROVED BY: J.M.T.

Name Change (New Name) _____

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

Code _____

ATTENTION: McGrory & Richard

MAIL TO ADDRESS: McGrory + Schafer
152 W. Washington St
Hagerstown, Md. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
BEGINNINGS DAY CARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 13, 1990 AT 8:22 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3033016

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.

MAILED OCT 1 1990

RETURN TO:
MCGRORY & SCHARFER
ATTN:RICHARD MCGRORY
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

241C3031462

A 331182

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

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
6/13/90 at 9:10 a.m.

Articles of Incorporation
of
McKee Enterprises, Inc.

We, the undersigned, natural persons of legal age, acting as incorporators of a corporation under the General laws of the State of Maryland, adopt the following articles of incorporation for such corporation:

FIRST: The name of the corporation is McKee Enterprises, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose(s) for which the corporation is organized are to operate a bookkeeping, accounting, and tax service and transact any other lawful business activity for which this corporation may be incorporated.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is ten thousand (10,000) of par value of ten dollars ($10.00), common stock, one class no series, for a total authorized capital of one hundred thousand dollars ($100,000.00).

FIFTH: The corporation will not commence business until at least one thousand dollars ($1,000.00) have been received by it as consideration for the issuance of shares.

SIXTH: Cumulative voting of shares of stock is not authorized.

SEVENTH: Provisions limiting or denying to shareholders the preemptive right to acquire additional or treasury shares of the corporation are none.

EIGHTH: Provisions for the regulation of the internal affairs of the corporation are governed by the bylaws which shall be adopted by the majority of the directors.

NINTH: The address of the initial registered office of the corporation is 37 South Potomac Street, Hagerstown, Maryland 21740, and the name of its initial registered agent at such address is John E. McKee.

TENTH: Address of the principal place of business is 37 South Potomac Street, Hagerstown, Maryland 21740.

STATE DEPT. OF
ASSESSMENTS & TAXATION
'90 JUN 19 AM 9 10
RECEIVED

01708147

ELEVENTH: The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Name	Address
John E. McKee	Route 1 Box 340M Black Rock Lane Hagerstown, MD 21740
Shelly L. McKee	Route 1 Box 340M Black Rock Lane Hagerstown, MD 21740

The names and addresses of each incorporator is:

John E. McKee	Route 1 Box 340M Black Rock Lane Hagerstown, MD 21740
Shelly L. McKee	Route 1 Box 340M Black Rock Lane Hagerstown, MD 21740

In witness whereof, the incorporators have hereunto set their hands this 12th day of June, 1990.

John E. McKee
Shelly L. McKee

In Witness Whereof, We have signed these articles and severally acknowledge same to be our act.

John E. McKee
Shelly L. McKee

MA

144

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check _____ Cash

Documents on _____ checks

APPROVED BY: SMH

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: M + M Accounting
Route 1
Box 340M
Hagerstown, Md. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
MCKEE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 13, 1990 AT 9:10 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3036225

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.

RETURN TO:
M&M ACCOUNTING
ROUTE 1, BOX 340 M
HAGERSTOWN MD 21740

OCT 1 1990

24SC3031917

A 331585

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-050

146. Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

RESOLUTION

From a Special Meeting of the Stockholder(s) and

Directors of Delta Electric, Inc.

A Special Meeting of the Stockholder(s) and Directors of the above-named Corporation was held at the offices of the Corporation at 1035 Concord Street, Hagerstown, Maryland 21740 at 10:00 A.M. on Friday, the 1st day of June, 1990, with the following Directors and Stockholder(s) present:

James M. Semler

Mark A. Semler

T eresa Semler

The following Resolution at said meeting was passed:

RESOLVED: That a change of the address of the Resident Agent of the Corporation, James M. Semler, shall be filed with the State Department of Assessments and Taxation as follows: That the Resident Agent of the Corporation shall be James M. Semler, whose address is 1035 Concord Street, Hagerstown, Maryland 21740.

THIS WILL CERTIFY that the aforegoing is a true copy of the RESOLUTION of the above-named corporation duly adopted at a Special Meeting duly called and held as above stated.

Mark A. Semler

Mark A. Semler, Secretary

1990 JUN 14 A 8:53

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

6/14/90 at 8:53 A.m.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0546556 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Meyers, Young + Grove, P.A. P.O. Box 1267 Hagerstown, Md 21741-1267

TOTAL FEES $10.00

1 Check ____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

148

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
DELTA ELECTRIC, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 14, 1990 AT 8:53 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D0546556

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.

MAILED OCT 1 1990

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
P. O. BOX 1267
HAGERSTOWN MD 21741 1267

242C3031665

A 331374

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

3249 0563

Received for Record September 10, 1990 at 11:00 a.m. Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
06-14-90 at 1:47 p.m.

RECEIVED
90 JUN 14 PM 1 47
STATE DEPT. OF
ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

KERNS EQUIPMENT TRUST, INC.

FIRST: I, the undersigned, G. Jeffery Kerns, of 1865 Fountainhead Road, Hagerstown, Maryland 21740, being at least twenty-one (21) years of age, do under and by virtue of the General Laws of the State of Maryland authoring the formation of corporations, wish to form a corporation by the execution and filing of these Articles.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Kerns Equipment Trust, Inc.

THIRD: The Corporation shall be a corporation as authorized by the Corporation and Associations Volume of the Annotated Code of Maryland and its existence shall be perpetual.

FOURTH: The purpose for which the corporation is formed is to provide the services related to the rental sales and services of construction equipment of various types and related activities.

FIFTH: The post office address of the Corporation in the State of Maryland is ~~P.O. Box 2450~~ 449 N. Potomac St, Hagerstown, Maryland 21740. The name and post office of the resident agent of the Corporation in Maryland is G. Jeffery Kerns, 449 North Potomac Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 10 thousand (10,000) shares without par value, all of which are one class.

The following is a description of the class of stock of the Corporation with, conversion and other rights, voting powers, restrictions, limitations as to dividends:

All the stock in this Corporation shall be common stock and the holders of such common stock shall have the right to vote.

SEVENTH: The number of directors of the Corporation shall be two(2) which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than two(2); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are G. Jeffery Kerns, 1865 Fountainhead Road, Hagerstown, Maryland 21740 and James M. Sellgren, 232 East Irvin Avenue, Hagerstown, Maryland 21740.

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

01668017

This Corporation shall have the power to provide the services related to renting, selling and servicing of construction equipment and to carry on any other business which seems to the corporation capable of being conveniently carried on in connection with the powers or calculated directly or indirectly to enhance the value of the corporation's property or right; to purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, exchange or otherwise deal in shares of capital stock of this or any other corporations and to exercise all the rights, powers and privileges, including the right to vote thereon, except on the stock of this corporation, which natural persons might, could or would exercise; to acquire the goodwill rights, property and assets of all kinds, and to undertake the whole or part of the liabilities of any person, firm, association or corporation, engage in a similar line of business, and to pay for same in cash, stock, debentures of other securities of this or any other corporation; to borrow money, make and issue promissory notes, bonds, debenture and evidence of indebtedness of any kinds whether secured by mortgage, pledge or otherwise; to acquire, purchase, lease, exchange, hire, or otherwise deal in lands or any interest therein; to erect, construct, alter, maintain and improve houses, buildings, or works of every description of any lands of the corporation or upon any other lands, and rebuild alter, improve and remove existing buildings or works thereon necessary or convenient for the carrying on of the business of the organization; to sell, lease, mortgage, or otherwise dispose of, operate, or utilize the lands, houses, buildings and other property of the corporation; to undertake the management and sale of all property, building and lands of the corporation or otherwise; to make and enter into contracts pertaining to the corporation's business with any individual, firm, association, corporation private, public or municipal body politic, and with the government of the United States, or of any state thereof; to renumerate any person or persons or corporation for services rendered or may be rendered, to transact and carry on all or any other business which may be necessary, incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation, and in general to carry on business in connection with the foregoing objects, the foregoing to be constructed both as to objects and powers, not to limit or restrict in any manner the exercise of all powers conferred by the general corporation laws of the State of Maryland but nothing herein shall be constructed as an attempt to secure powers not properly obtained by corporations organized under the laws of the State of Maryland; in furtherance and not in limitation to the powers conferred by the laws of the State of Maryland, the board of directors is expressly authorized;

To make and alter the by-laws.

To fix the amount to be reserved as working capital and from time to time, to authorize and cause to be executed mortgages and liens upon the property and franchises of this corporation.

To sell, assign, convey or otherwise dispose of a part of the property and assets of this corporation less than the while or less than substantially the whole thereof, on such terms and conditions as they shall deem advisable; and also to sell, assign, transfer, convey or otherwise dispose of the whole or substantially the whole of the property and assets, including the goodwill and corporation franchises, of the corporation, upon such terms and conditions as they shall deem expedient and for the best interests of the corporation.

From time to time determine whether and to what extent and at what times and places and under what conditions and regulations the books and accounts of this corporation, or any of them other than the stock ledger shall be open to the inspection of the stockholders; and no stockholder shall have the right to inspect any accounts or books or documents of the corporation, except as conferred by law or authorized by resolution of the directors or of the stockholders. This corporation may in its by-laws confer powers upon the directors in addition to the foregoing and in addition to the powers and authorities expressly conferred by them by law.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation and severally acknowledged the same or be our acts.

WITNESS:

6-13-90 Date

G. Jeffery Kerns 6-13-90 Date

STATE OF MARYLAND, COUNTY OF Washington : to wit;

I HEREBY CERTIFY that on this 13th day of June, 1990 before me subscribed, a Notary Public of the State of Maryland, personally appeared G. Jeffery Kerns, and in the name and on behalf of said corporation acknowledged the foregoing Articles of Incorporation 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 Incorporation with respect to the approval thereof are true to the best of their knowledge, information and belief.

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

Krista J. Long
Notary Public

My Commission Expires: July 1, 1994

KRISTA J. LONG NOTARY PUBLIC WASHINGTON COUNTY, MD

152

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 102 BUSINESS CODE 03 COUNTY 7I

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

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	40	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 90

✓ Check ____ Cash

Documents on ____ checks

APPROVED BY: J.M.T.

Name Change (New Name) ____

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

Code ____

ATTENTION: ____

MAIL TO ADDRESS: G. Jeffrey Kerns
449 N. Potomac St.
Hagerstown, Md. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
KERNS EQUIPMENT TRUST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 14, 1990 AT 1:47 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3032927

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.

RETURN TO:
G. JEFFREY KERNS
449 N.POTOMAC STREET
HAGERSTOWN MD 21740

241C3031453

A 331173

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

154

TRI-STATE HEALTH CARE FOUNDATION, INC.

06-15-90 9:00 A.

ARTICLES OF AMENDMENT

Tri-State Health Care Foundation, 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 on page 3, section 7 the words ". . .having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged."

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and there is no member entitled to vote on the matter either outstanding or subscribed for at the time of approval.

IN WITNESS WHEREOF, I have signed these Articles of Amendment this 4th day of June, 1990, and I acknowledge the same to be my act.

Steve Douglas Pres
Steve Douglas, President

I, Steve Douglas, President, hereby acknowledge on behalf of Tri-State Health Care Foundation, Inc, that the foregoing Articles of Amendment are the corporate act of said corporation and further certify under the penalties of perjury to the best of my knowledge, information and belief, the matters and facts set forth in the Articles are true in all material respects.

Steve Douglas Pres
Steve Douglas, President

Attested to by the Secretary

Deborah Johnson, Secretary
Deborah Johnson, Secretary

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION 01668114

APPROVED FOR RECORD

6/15/90 at 9:00 a.m.

MA

155

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

D2908242 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20

Name Change (New Name) _____

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

Code _____

ATTENTION: Renate E. Pare

MAIL TO ADDRESS: Tri-State Community Health Center
130 W. High St.
Hancock, Md. 21750

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMH

ARTICLES OF AMENDMENT
OF
TRI-STATE HEALTH CARE FOUNDATION INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 15, 1990 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2908242

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.

MAILED OCT 1 1990

RETURN TO:
RENATE E. PARE
TRI-STATE COMMUNITY HEALTH CENTER
130 W. HIGH ST.
HANCOCK MD 21750

24C03031929

A 331597

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

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

WAIVER OF NOTICE OF SPECIAL MEETING

OF THE

BOARD OF DIRECTORS

OF

FREDERICK, SEIBERT & ASSOCIATES, INC.

WE, the undersigned, being all of the Directors of the Corporation, hereby agree and consent that a special meeting of the Board of Directors of the Corporation be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournments thereof.

We do further agree and consent that any and all lawful business may be transacted at such meeting or at any adjournment or adjournments thereof as may be deemed advisable by the Directors present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting	:	Smith, Elliott, Kearns & Company
Date of Meeting	:	June 12, 1990
Time of Meeting	:	7:00 a.m.
Purpose of Meeting	:	To approve the changing of the Resident Agent

Dated: June 5, 1990

Director

1990 JUN 25 A 2:

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
6-15-90 at 9:25 A.m.

MINUTES OF SPECIAL MEETING

OF THE BOARD OF DIRECTORS

OF

FREDERICK, SEIBERT & ASSOCIATES, INC.

A Special Meeting of the Board of Directors of the above captioned Corporation was held on the date, time and at the place set forth in the written waiver of notice signed by all the Directors, fixing such time and place, and prefixed to the minutes of this meeting.

The Board of Directors of Frederick, Seibert & Associates, Inc., a corporation organized in Maryland on May 12, 1986 duly approved a resolution as follows:

RESOLVED: That the change of Principal Office and Resident Agent address is changed to:

Principal Office: Frederick, Seibert & Associates, Inc.
128 South Potomac Street
Hagerstown, MD 21740

Resident Agent: Stephen G. Zoretich (Vice President)
8003 Runnymeade Drive
Frederick, MD 21701

I, Frederic M. Frederick, President, 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

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the same was adjourned.

Approved:

President

01668237

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burnor, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D2131662 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES $10.00

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Frederick Leibert & Associates, Inc.
128 S. Potomac St.
Hagerstown, Md. 21740

___1___ Check _____ Cash

___1___ Documents on ___1___ checks

NOTE:

APPROVED BY: RMC

160

CHANGE OF RESIDENT AGENTS ADDRESS AND PRINCIPAL OFFICE
OF
FREDERICK, SEIBERT & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 15, 1990 AT 9:25 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2131662

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.

RETURN TO:
FREDERICK, SEIBERT & ASSOCIATES,
INC.
128 S. POTOMAC STREET
HAGERSTOWN MD 21740

242C3031668

A 331376

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for REcord September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

SOUTH COUNTY CHILD CARE ASSOCIATION CORPORATION

ARTICLES OF INCORPORATION

6/18/90 8:33

FIRST: I, Dolores C. Snyder, whose post office address is 5011 Harper's Ferry Road, 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:

SOUTH COUNTY CHILD CARE ASSOCIATION Corporation

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

(a) The Corporation is organized exclusively for educational and charitable purpose, including, for such purposes, the making and distributions to organizations that qualify as exempt organizations under Section #501(c)(3) of the Internal Revenue Code of 1986 (or 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, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount of value, except such limitations if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principle 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

[redacted]
01698060

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 is 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 1986, 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 or 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. Nothwithstanding 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 1986 (or 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 1986 (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 consider and deal by all lawful means with common problems involved in developing and operating a program of after school care for the students of Washington County, and other elementary school students as the space is available.

(2) To develop a program of after school care for students of Washington County in Grades K through 5, and other children in Grades K through 5, as space is available.

(3) The Corporation is organized and operated exclusively for the stated purpose and for other non-profit purpose,

and no part of the net earnings shall inure to the benefit of any member.

FOURTH: The Post Office address of the principal office of the Corporation in this State is 5011 Harper's Ferry Road Sharpsburg, MD 21756.

The name and address of the Resident Agent of the Corporation in this State is: Donna Coble, 104 Portmouth Drive, Hagerstown, Maryland, 21740.

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) or such other number, but not less than three (3) or more than ten (10), as 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:

Donna Coble, President
Rebecca Weaver, Vice-President
Donna Fuss, Secretary
Dolores Snyder, Treasurer

SEVENTH: Upon dissolution of the Corporation's affairs, or upon the abondonment 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 is 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 Article 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 and 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 1986, (or the corresponding provision of any future United States

Internal Revenue Law), 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 1986 but only such purposes as also constitutes 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 1986, or corresponding provisions of any subsequent Federal Tax Laws.

(b) The Corporation shall not engage in any act of selfdealing as defined in Section #4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section #4942(c) of the Internal Revenue Code of 1986, or corresponding provisions of an 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 1986, or corresponding provisions of any subsequent Federal Tax Laws.

(e) The Corporation shall not make any taxable expenditures as defined under Section #4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25th day of May, 1990, and I acknowledge the same to be my act.

Dolores C. Snyder

Dolores C. Snyder

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

I hereby certify that on this 25th day of May, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Dolores C. Snyder, and acknowledged the foregoing Article of Incorporation to be her act and deed and further made an oath in jue form of law that the matters and facts set forth in said Articles Of Incorporation with respect to the approval thereof are true to the best of her knowledge, information and belief.

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

Mary Virginia S Breeden
Notary Public

My Commission Expires November 22, 1993

168 MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
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62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
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50		Cert. of Qual. or Reg.
51		Foreign Name Registration
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56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
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76		Certificate of Merger/Transfer
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23		Local Transfer Tax
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

Name Change (New Name) _____

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

Code _____

ATTENTION: South County Child Care Association

MAIL TO ADDRESS: P.O. Box 493 Sharpsburg, MD 21782

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
SOUTH COUNTY CHILD CARE ASSOCIATION CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 18, 1990 AT 8:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3036621

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.

MAILED OCT 1 1990

RETURN TO:
SOUTH COUNTY CHILD CARE ASSOCIATI
ON
P.O. BOX 493
SHARPSBURG MD 21782

246C3032010

A 331675

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

6-20-90 8:35a

ARTICLES OF INCORPORATION OF
RAMPF MOLDS INDUSTRIES, INC.

The undersigned, a natural person of the age of eighteen years or more, acting as incorporator of a corporation under the general laws of the State of Maryland, adopts the following Articles of Incorporation for such corporation.

FIRST: The name of the Corporation is Rampf Molds Industries, Inc.

SECOND: The period of its existence is perpetual.

THIRD: The purpose for which the Corporation is organized is to engage in any lawful activity within the purposes for which corporations may be organized under the Maryland General Corporation Law.

FOURTH: The address of the principal office of the Corporation in Maryland is 10 Western Maryland Parkway, Hagerstown, Maryland 21740.

FIFTH: The address of the initial resident agent of the corporation is 32 South Street, Baltimore, Maryland 21202 and the name of its initial resident agent at such address is The Corporation Trust Incorporated.

SIXTH: The aggregate number of shares which the Corporation shall have authority to issue is Five Thousand (5,000) shares of Common Stock of no par value.

SEVENTH: 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, 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:

Wilhelm Rampf
Franz Rampf
Karl Rampf
Ulrich Hostenkamp
Bernd A. Andreas

1990 JUN 20 A 8:35

EIGHTH: The name and address of the sole incorporator is:

Name	Address
Peter C. Linzmeyer	c/o Foley & Lardner 1775 Pennsylvania Ave., N.W. Washington, D.C. 20006

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on June 19, 1990, and acknowledge the same to be my act.

Peter C. Linzmeyer
Sole Incorporator

DISTRICT OF COLUMBIA)
) SS.
)

Personally came before me this 19th day of June, 1990, the above-named Peter C. Linzmeyer to me known to be the person who executed the foregoing instrument, and ackowledged the same.

Notary Public
District of Columbia

My Commission: 6-30-92

172

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

WCS

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
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87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Peter Linzmeyer
Foley & Lardner
777 E. Wisconsin Ave
Milwaukee, Wisconsin
53202-5367

TOTAL FEES 70

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: MS

ARTICLES OF INCORPORATION
OF
RAMPF MOLDS INDUSTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 20, 1990 AT 8:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3036803

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.

RETURN TO:
FOLEY & LARDNER
ATTN: PETER LINZMEYER
777 E. WISCONSIN AVE.
MILWAUKEE WI 53202 5367

246C3032028

A 331690

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

06-25-90 8.140

ALLSAFE FIRE TRUCKS, INC.

ARTICLES OF INCORPORATION

FIRST: The undersigned, W. Lee Ridenour, whose Post Office address is Rt. 3, Box 157, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Allsafe Fire Trucks, Inc.

THIRD: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

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

(1) To buy, sell, operate, maintain, service and repair fire trucks, to buy, sell, service and repair parts and components for fire trucks and other fire fighting apparatus and equipment.

(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 every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

(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.

01756040

FIFTH: The post office address of the principal office of the Corporation in Maryland is 2229 Virginia Avenue, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation is W. Lee Ridenour whose address in Maryland is Route 3, Box 157, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

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

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are: W. Lee Ridenour, Mark Sexton and Karen Sexton.

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

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for or purchase any of its stock which are other than non-transferable.

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract

or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

(c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.

(d) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this 20 day of June, A.D., 1990.

Witness:

Judy M. Phillips

W. Lee Ridenour

W. Lee Ridenour

MA

177

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change
(New Name) _____

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

Code 075

ATTENTION: Linda L. Punt

MAIL TO ADDRESS: _____

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
ALLSAFE FIRE TRUCKS, INC.

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

OF MARYLAND JUNE 25, 1990 AT 8:14 O'CLOCK A. M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

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

D3038262

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.

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
ATTN: LINDA L. PUNT
P O BOX 1267
HAGERSTOWN MD 21741 1267

248C3032309

A 331937

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
06-25-90 at 8:36A

YINGLING'S ~~INC.~~

ARTICLES OF TRANSFER

ARTICLES OF TRANSFER entered into this 1st day of March, 1990, by and between YINGLING S INC., a Maryland Corporation, hereinafter called the "Transferor" and DAJU, INC., a Maryland Corporation, hereinafter called the "Transferee".

THIS IS TO CERTIFY:

1. Transferor does hereby agree to transfer substantially all of its property to Transferee, as hereinafter set forth.

2. The name and address of the Transferee is DAJU, INC., 2120 Jefferson Boulevard, Hagerstown, Maryland 21740. The Transferee is a Maryland Corporation.

3. The Transferor was incorporated in Maryland on March 28, 1983 as Yingling's Inc.

4. The nature and amount of consideration to be paid by the Transferee for the property and assets hereby transferred is Fifty Four Thousand Dollars ($54,000.00).

5. The principal office of the Transferor is in Washington County, Maryland; the only county in which the Transferor owns property, the title to which could be affected by the recording of an instrument among the Land Records in Washington County, Maryland. No interest in land is owned by the Transferor Corporation.

6. The Board of Directors of the Transferor, by unanimous 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 transfer of substantially all the assets of the Transferor as herein set forth is advisable and directing that these Articles of Transfer be submitted for action thereon by the stockholders of the Transferor by written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland.

7. A unanimous written informal action setting forth approval of these Articles of Transfer was signed by all of the Stockholders of the Transferor entitled to vote thereon, 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 the Transferor.

1990 JUN 25 A 8:36
01758002

8. The Board of Directors of the Transferee, by unanimous 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 transfer of substantially all the assets of the Transferee as herein set forth is advisable and directing that these Articles of Transfer be submitted for action thereon by the stockholders of the Transferee by written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland.

9. A unanimous written informal action setting forth approval of these Articles of Transfer was signed by all of the Stockholders of the Transferee entitled to vote thereon, and such unanimous written informal action is filed with the minutes of the proceedings of the Stockholders of the 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 the Transferee.

9. In consideration of the payment to the Transferor of Fifty Four Thousand Dollars ($54,000.00), Transferor does hereby bargain, sell, deed, grant, convey, transfer, set-over, and assign to Transferee, its successors, and assigns:

All tangible personal property consisting of all of the inventory and equipment and other personal property stored at the premises known as 2120 Jefferson Boulevard, Hagerstown, Maryland.

10. These Articles of Sale and Transfer are executed, acknowledged, sealed, and delivered in the State of Maryland by Transferor, a Maryland Corporation, and Transferee, a Maryland Corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed with the State of Maryland.

IN WITNESS WHEREOF, YINGLING S INC. and DAJU, INC. have caused these Articles of Transfer to be signed and acknowledged in the name and on behalf of the Transferor by its President and attested by the Secretary, and on behalf of the Transferee by its President and attested by the Secretary, as of this 1st day of March, 1990.

ATTEST:

Susan D. Hutzell
Susan D. Hutzell
Secretary

YINGLING'S INC.

BY: Jeffrey B. Yingling
Jeffrey B. Yingling
President

SEAL

ATTEST: DAJU, INC.

Judy L. Grier
Judy L. Grier
Secretary

BY: David P. Grier
David P. Grier
President

The undersigned, President of Yingling's 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.

Jeffrey B. Yingling
Jeffrey B. Yingling

The undersigned, President of Daju Inc., who executed on behalf of said Corporation the aforegoing Articles of Sale and Transfer to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information, and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

David P. Grier
David P. Grier

182 MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

D1544568 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

~~Merging~~ (Transferor)
YINGLING'S INC.
D1544568

~~Surviving~~ (Transferee)
DAJU, INC.
D2958106

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

Name Change
(New Name)

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

Code

ATTENTION: Toni D. Sollenberger

MAIL TO ADDRESS: Schlossberg + DiBerardino
134 W. Washington St.
Hagerstown Md. 21740

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMF

ARTICLES OF TRANSFER
OF
YINGLING'S INC.
(A MD CORP.) TRANSFEROR
AND
DAJU, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 25, 1990 AT 8:36 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2958106

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.

MAILED OCT 25 1990

RETURN TO:
TONI S. SOLLENBERGER
SCHLOSSBERG & DIGIROLAMO
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

001C3042606

A 332205

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD

6/26/90 12:47p

ARTICLES OF REVIVAL

RECEIVED
'90 JUN 26 PM 12 47
STATE DEPT. OF ASSESSMENTS & TAXATION

FOR

HIGHFIELD MOTORS INC

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

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

HIGHFIELD MOTORS INC.

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

HIGHFIELD MOTORS INC.

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

P.O. Box 274
Cascade MD 21719.

FOURTH: The name and address of the resident agent is

EARL E WILLARD
Box 17302
Sabillasville, MD 21780.

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

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

01788095

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

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

EARL Earl Willard
Last Acting President/Vice President

RAY Ray M. [illegible]
Last Acting Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

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

Last Acting Director

Last Acting Director

Last Acting Director

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

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

Director

Director

Director

RECEIVED
'90 JUN 26 PM 12 48
STATE DEPT. OF
ASSESSMENTS & TAXATION

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Earl Willard Pres. of HIGHFIELD MOTORS 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.

Earl Willard
Earl Willard
(print name beneath signature)

I hereby certify that on June 4 1990 before me the
(insert date)

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

of county for which notary is appointed) personally appeared Earl Willard
(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.

WASHINGTON COUNTY NOTARY PUBLIC

As witness my hand and notarial seal

R H Harrison
(signature of notary public)
R.H. HARRISON
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1990

My Commission expires _____.

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone (301) 791-3173
MARCOM 249-3173
VOICE/TTY (301) 791-3175

The Court House
SERVING WASHINGTON COUNTY SINCE 1873

RONALD L. BOWERS
President
RICHARD E. ROULETTE
Vice President
R. LEE DOWNEY
LINDA C. IRVIN
MARTIN L. SNOOK

June 6, 1990

RE: Highfield Motors, Inc.

This is to certify that the books and records of the County Treasurer for Washington County show that all Personal Property taxes levied on assessments made by the Maryland State Department of Assessments and Taxation and billed by and payable to the County Treasurer for Washington County by

Highfield Motors, Inc.

have been paid to and including the fiscal year July 1, 1989 thru June 30, 1990.

Todd L. Hershey
Treasurer for Washington County,
Maryland

mt

188

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 03 COUNTY 71

#D1989623 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: BARBARA KRIECHBAUM
11815 Orlando Circle
Waynesboro, PA
17268

TOTAL FEES 80

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: SMH

NOTE:

1990 Return filed.
ack-mel.

THE ARTICLES OF REVIVAL
OF
HIGHFIELD MOTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 26, 1990 AT 12:47 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D1989623

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.

RETURN TO:
BARBARA KRIECHBAUM
11815 ORLANDO CIRCLE
WAYNESBORO PA 17268

001C3042615

A 332211

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

6-27-90 8:34a

ARTICLES OF AMENDMENT

OF

WESTERN MARYLAND TROOPERS ASSOCIATION, INC.

Western Maryland Troopers Association, Inc., a Maryland Corporation, having its principal office at Route 1, Box 290A, Clear Spring, Maryland 21722, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking Article SEVENTH. The amendment was approved by the Board of Directors and there are no members entitled to vote.

SECOND: The Charter of the Corporation is hereby amended by striking Article NINTH and substituting in lieu thereof the following:

NINTH: Upon the dissolution of the Corporation, the Board of Trustees 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 Corporatin in said manner, or to such organization or organizations organized and operated exclusively for the establishment and furtherance of the purposes as hereinabove set forth in Paragraph numbered THIRD or for such purposes as shall at the time qualify as an exempt organization or organization under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal

1990 JUN 27 A 3

DER & POOLE, PA ATTORNEYS AT LAW
STOWN, MARYLAND
ERICK, MARYLAND

01788142

Revenue law), as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the Court of Common Please of the County in which the principal office of the Corporation is then located, exclusively for such or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, Western Maryland Troopers Association, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 26th day of June, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Western Maryland Troopers Association, Inc., and under penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their knowledge, information and belief.

ATTEST:

WESTERN MARYLAND TROOPERS ASSOCIATION, INC.

Donald Hatlmyer
Secretary

BY: [signature]
President

CORPORATE SEAL:

192

M.A.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 04 COUNTY 71

D2890451 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
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50		Cert. of Qual. or Reg.
51		Foreign Name Registration
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54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ____
		Other ____

Name Change (New Name) _____

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

Code ____

ATTENTION: ____

MAIL TO ADDRESS: G. E. Snyder Jr
28 Jonathan St
Hagerstown Md 21740

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JO

ARTICLES OF AMENDMENT
OF
WESTERN MARYLAND TROOPERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JUNE 27, 1990 AT 8:34 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2890457

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.

RETURN TO: MAILED OCT 25 1990
G. E. SNYDER, JR.
28 JONATHAN ST.
HAGERSTOWN MD 21740

002C3040136

A 332377

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
07-02-90 8:38A

TOM THUMB CHILD DEVELOPMENT CENTER, INC.

Articles of Dissolution

June 16, 1990

FIRST: The name of the corporation is TOM THUMB CHILD DEVELOPMENT CENTER, INC., a Maryland Corporation, incorporated on 14 September 1984.

1990 JUL -2 A 8:38

SECOND: The address of the corporation is 72 North Main Street, Keedysville, MD, 21756. The corporation's mailing address is P.O. Box 148, Keedysville, MD, 21756

THIRD: The corporation's Maryland resident agent is Ralph H. France, II, Esq., Washington County Court House, 35 W. Washington St., Hagerstown, MD, 21740.

FOURTH: The names and addresses of the directors of the corporation are as follows:

Klaus Hein - 72 North Main Street
Keedysville, MD 21756

Rebecca S. Hein - 72 North Main Street
Keedysville, MD 21756

FIFTH: The names, titles, and mailing address of each of the corporate officers is as follows:

Klaus Hein (President)
- 72 North Main Street
Keedysville, MD 21756

Rebecca S. Hein (Secretary / Treasurer)
- 72 North Main Street
Keedysville, MD 21756

SIXTH: The dissolution of the corporation was approved in the manner and by the vote required by law and by the charter of the corporation. The dissolution of the corporation was duly authorized by the board of directors, and by the stockholders of the corporation on June 9, 1990.

01830240

SEVENTH: The corporation has no known creditors.

EIGHTH: In agreement with the vote of the stockholders at their meeting of June 9, 1990, and by the signing of these Articles of Dissolution, the TOM THUMB CHILD DEVELOPMENT CENTER, INC., is dissolved.

NINTH: Attached hereto are the following tax clearance certificates, with their dates of issue, to show that all taxes have been paid:

Keedysville Corporation	-	April 5, 1990
Washington County, Maryland	-	April 6, 1990
State of Maryland Comptroller of the Treasury	-	June 6, 1990

The undersigned certifies under the penalties of perjury that to the best of my knowledge, information and belief, the matters and facts set forth in these Articles of Dissolution with respect to the approval thereof are true in all material aspects.

TOM THUMB
CHILD DEVELOPMENT CENTER, INC.

WITNESS / ATTEST:

Rebecca S. Hein
Rebecca S. Hein
Secretary / Treasurer

Klaus Hein (seal)
Klaus Hein
President

SEAL

196

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, CPA, DIRECTOR

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

Dear Sir/Madam:

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

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

TOM THUMB CHILD DEVELOPMENT CENTER, INC

have been paid.

WITNESS my hand and official seal this

6TH day of JUNE A.D. 1990 .

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

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

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone (301) 791-3173
MARCOM 249-3173
VOICE/TTY (301) 791-3175

RONALD L. BOWERS
President
RICHARD E. ROULETTE
Vice President
R. LEE DOWNEY
LINDA C. IRVIN
MARTIN L. SNOOK

The Court House
SERVING WASHINGTON COUNTY SINCE 1873

April 6, 1990

RE: Tom Thumb Child Development Center

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

Tom Thumb Child Development Center

have been paid to and including the fiscal year July 1, 1989 thru June 30, 1990.

Todd L. Hershey
Treasurer for Washington County,
Maryland

mt

KEEDYSVILLE CORPORATION

"WHERE NORTHERN THRIFT AND PERSONALITY BLEND WITH SOUTHERN CHARM AND HOSPITALITY"

KEEDYSVILLE, MARYLAND 21756

RALPH B. TAYLOR, MAYOR
WAYNE KEPHART, ASST. MAYOR
DONNA YOUNG, CLERK

COUNCILMEN:
RICHARD SINNISEN
HAROLD LOWE
LEE BRANDENBURG

04/05/90

Donna G. Young-Levey
Tax collector
P O Box 305
Keedysville, Md. 21756

To whom it may concern:

This an information letter to verify that all taxes for the Town of Keedysville have been paid for the Tom Thumb Child Development Center, Inc. Thank you for your inquiry into this situation.

Sincerely yours,

Donna G. Young-Levey
Tax Collector

Donna G. Young-Levey
Tax Collector

MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 BUSINESS CODE 03 COUNTY 71

D1775691 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 50

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: SMF

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS:
Klaus Hein
72 N. Main Street
Keedysville, Md. 21756

NOTE: 1990 Return Filed.

THE ARTICLES OF DISSOLUTION
OF
TOM THUMB CHILD DEVELOPMENT CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 2, 1990 AT 8:38 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D1775691

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.

RETURN TO:
KLAUS KEIN
72 N. MAIN STREET
KEEDYSVILLE MD 21756

005C3040488

A 332697

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS

1990 JUL -5 A 8:29

ARTICLES OF INCORPORATION

7-5-90 829a

FIRST: The Undersigned, DANIEL A. NICHOLAS , whose post office address is 1641 Burnside Avenue, 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 **Dapco Welding Supplies, Inc.**

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

1. To purchase, sell, lease, own, pledge, encumber and service welding equipment and supplies.

2. To purchase, lease and otherwise hold, own, mortgage, pledge, encumber and dispose of real or personal property, including tangible, intangible or mixed property located both in this State or any other State.

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 licenses, trademarks, trade names, rights, processes, formulas 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 540 Maryland Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in Maryland is Daniel A. Nicholas, 1641 Burnside Avenue, Hagerstown, Maryland 21740 . Said Resident Agent is an individual actually residing in Maryland.

01868213

3253 2137

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, having no par value, all of one class.

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

Daniel A. Nicholas

Patricia Ann Nicholas

David Alan Nicholas

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged same to by my act this 3rd day of July, 1990.

WITNESS:

Daniel A. Nicholas

Daniel A. Nicholas

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

I HEREBY CERTIFY, that on this 3rd day of July, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Daniel A. Nicholas, party to the aforegoing Articles of Incorporation, known to me personally to be such, and he did acknowledge the said Articles to be his act and deed, and that the facts therein stated are truthfully set forth.

WITNESS my hand and Official Notarial Seal.

Michelle B Merrin

Notary Public

My Commission Expires:

204

MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Schaefer
152 W. Wash. St.
Hagerstown Md
21740

TOTAL FEES 70

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: RO

ARTICLES OF INCORPORATION
OF
DAPCO WELDING SUPPLIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 5, 1990 AT 8:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3043908

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.

RETURN TO:
MICHAEL SCHAEFER
152 W. WASH. ST.
HAGERSTOWN MD 21740

006C3040548

A 332756

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

07-05-90 8:46A.

INTERSTATE COMMUNICATION SERVICES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Thomas M. DiGirolamo, 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 Interstate Communication Services, Inc.

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

(1) To engage in the business of the sale and service of telecommunications equipment; and to engage in any other lawful purpose and/or business.

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

FOURTH: The post office address of the principal office of the Corporation in this State is Route 1, Box 215, Falling Waters Road, Williamsport, Maryland 21795. The name and post office address of the Resident Agent of the Corporation in this State is Brent Bailey, Route 1, Box 215, Falling Waters Road, 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), divided into Two Thousand Five Hundred ($2,500) shares of Class A Common Stock, without par value, and Two Thousand Five Hundred ($2,500) shares of Class B Common Stock, without par value.

The following is a description of each class of stock of the Corporation with the preference, conversion, and other rights, restrictions, voting powers, and qualifications of each class:

1. Except as hereinafter provided with respect to voting powers, the Class A Common Stock and the Class B Common Stock of the corporation shall be identical in all respect.

2. With respect to voting powers, except as otherwise required by the Corporations and Associations Article of the Annotated Code of Maryland, the holders of Class A Common Stock shall possess all voting powers for all purposes, including by way of illustration and not of limitation, the election of directors, and the holders of Class B Common Stock shall have no voting power whatsoever, and no holder of Class B Common Stock shall vote on or otherwise participate in any proceedings in which actions shall be

lossberg & DiGirolamo
rneys at Law
West Washington Street
erstown, Maryland 21740

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, 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: Brent Bailey, Deanna Bailey and John A. Werking.

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 hereinafter 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 fixing or altering in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

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

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

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

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

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

(2) The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 2nd day of July, 1990, and I acknowledge the same to be my voluntary act and deed.

Angela L. Burgom
Witness

Thomas M. DiGirolamo (SEAL)
Thomas M. DiGirolamo

berg & DiGirolamo
s at Law

t Washington Street
wn, Maryland 21740

M-A

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: Thomas DiGirolamo, Esq.

MAIL TO ADDRESS: Schlossberg + DiGirolamo
134 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DMJ

ARTICLES OF INCORPORATION
OF
INTERSTATE COMMUNICATION SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 5, 1990 AT 8:46 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3043981

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.

MAILED OCT 25 1990

RETURN TO:
SCHLOSSBERG & DIGIROLAMO, ESQ.
ATTN:THOMAS DIGIROLAMO
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

006C3040556

A 332764

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR ENTRY

07-06-90 9:13A

ARTICLES OF INCORPORATION

OF

ANTIETAM OVERLOOK FARM BED & BREAKFAST, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Russell R. Marks, who is eighteen (18) years of age or older, and 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 ANTIETAM OVERLOOK FARM BED & BREAKFAST, INC.

THIRD: The Corporation shall be a close Corporation under Title 4 of the Corporations and Association Article of the Maryland Code.

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

To provide a bed and breakfast 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

1990 JUL 6 9:

01873100

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 for the principal office of the Corporation in this State is P. O. Box 30, Keedysville, Maryland, 21756. The name and post office address of the resident agent of the Corporation in this State are John Dreisch, 47 North Potomac Street, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred (100) shares, all of single class, no par value.

SEVENTH: The Corporation elects to have no board of directors. John Dreisch 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 5th day of July, 1990.

WITNESS:

Susan E. Becker

Russell R. Marks (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit

I HEREBY CERTIFY, that on this 5th day of July, 1990, 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:
October 1, 1990

SUSAN E. BECKER NOTARY PUBLIC WASHINGTON COUNTY

M.A.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	21	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2pgs.
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) _____

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

Code _____

ATTENTION: Russell R. Marks, Esq.

MAIL TO ADDRESS: Mackley, Gilbert + Marks
35 E. Washington St
Hagerstown, Md. 21740

TOTAL FEES 49

✓ Check ___ Cash

NOTE: Expedited

___ Documents on ___ checks

APPROVED BY: SMF

ARTICLES OF INCORPORATION
OF
ANTIETAM OVERLOOK FARM BED & BREAKFAST, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 6, 1990 AT 9:13 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 21.00	$ 20.00	$

D3045705

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.

MAILED OCT 25 1990

RETURN TO:
MACKLEY, GILBERT & MARKS
ATTN:RUSSELL R. MARKS, ESQ.
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

008C3040817

A 333009

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION

APPROVED FOR PAYMENT
07-06-90 at 9:20A

ARTICLES OF INCORPORATION

OF

M. R. H., INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., being at least eighteen years of age, 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 M. R. H., INC.

THIRD: The Corporation shall be a Close Corporation under Title 4 of the Corporations and Associations Article of the Maryland Code.

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

To own and operate restaurants.

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 Route # 3, Box 328H, Hagerstown, Maryland, 21740. The name and post office address of the resident

1990 JUL -6 A 9:

agent of the Corporation in this State are Jimmie W. Hinkle, Route # 3, Box 328H, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is one hundred thousand shares (100,000) of the par value of $1.00 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. O. Gene Bicknell and Robert Dugan and Richard Gallagher will serve as directors 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 5th day of July, 1990.

WITNESS:

Joanne Snyder

Howard W. Gilbert, Jr. (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 5th day of July, 1990, 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:
December 1, 1994

M.A.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: H. W. Gilbert, Esq.

MAIL TO ADDRESS: Mackley Gilbert + Marks
35 E. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 49

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
M. R. H., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 6, 1990 AT 9:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3045135

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.

RETURN TO:
MACKLEY GILBERT & MARKS
ATTN: H. W. GILBERT, ESQ.
35 E. WASHINGTON ST.
HAGERSTOWN MD 21740

007C3040760

A 332951

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

LEE-VI AUTO, INCORPORATED 1990 JUN 26 A 8:47

ARTICLES OF DISSOLUTION

7-9-90 9:16a

Lee-Vi Auto, Incorporated, a Maryland close 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 Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 1433 Salem Avenue, Hagerstown, Maryland 21740.

THIRD: The name, and post office address, of the resident agent of the Corporation in the State of Maryland, service of process upon whom shall bind the Corporation in any action, suit or proceeding pending or hereafter instituted or filed against the Corporation for one year after dissolution and thereafter until the affairs of the Corporation are wound up, is: VIOLET MAE GOSS, 15119 Hicksville Road, Clear Spring, MD 21722. Said resident agent is an individual actually residing in the State of Maryland.

FOURTH: The name and post office address of each of the directors of the Corporation are as follows:

LEROY H. GOSS, 15119 Hicksville Road,
Clear Spring, MD 21722

FIFTH: The name, title and post office address of each of the

01903323

officers of the Corporation are as follows:

VIOLET MAE GOSS, President, 15119 Hicksville Road, Clear Spring, MD 21722

LEROY H. GOSS, JR., Vice President, 15119 Hicksville Road, Clear Spring, MD 21722

VIOLET MAE GOSS, Secretary, 15119 Hicksville Road, Clear Spring, MD 21722

LEROY H. GOSS,JR., Treasurer, 15119 Hicksville Road, Clear Spring, MD 21722

SIXTH: The Director of the Corporation, on May 15, 1989, adopted a resolution declaring that dissolution of the Corporation was advisable.

SEVENTH: A consent in writing, setting forth approval of the dissolution of the Corporation as proposed by the Director of the Corporation as aforesaid, was signed by all of the stockholders of the Corporation entitled to vote thereon, and such consent, together with a waiver of a duly called meeting thereon, are filed with the records of the Corporation.

EIGHTH: The dissolution of the Corporation as hereinabove set forth has been duly advised by the Director of the Corporation and approved by the stockholders of the Corporation as required by law and the Charter of the Corporation.

NINTH: The Corporation has no known creditors.

TENTH: These Articles of Dissolution are accompanied by certificates of the Comptroller of the Treasury of the State of Maryland and of the following collectors of taxes stating in effect that all taxes levied on assessments made by the said Comptroller and billed by and payaole to such collecting authorities by the Cor-

poration have been paid; including taxes for the current fiscal year:

TAX COLLECTOR for Washington
County, Maryland
Court House
Hagerstown, MD 21740

Tax Collector for the City of
Hagerstown, Maryland
City Hall
Hagerstown, MD 21740

IN WITNESS WHEREOF, Lee-Vi Auto, Incorporated has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunto affixed and attached by its Secretary this 25 day of JUNE, 1990.

SEAL.

LEE-VI AUTO, INCORPORATED

By Violet Mae Goss
President

Treasurer

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that, on this 25th day of JUNE, 1990, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Violet Mae Goss, President of Lee-Vi Auto, Incorporated, a Maryland close 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 further made oath in due form of law that the matters and facts set forth in said Articles of Dissolution with respect to the approval thereof are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

William R. Dient
Notary Public

My Commission Expires:
May 1, 1992

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone (301) 791-3173
MARCOM 249-3173
VOICE/TTY (301) 791-3175

RONALD L. BOWERS
President
RICHARD E. ROULETTE
Vice President
R. LEE DOWNEY
LINDA C. IRVIN
MARTIN L. SNOOK

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

June 18, 1990

RE: Lee-VI Auto, Incorporated

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

Lee-VI Auto, Incorporated

has not been certified by the State Department of Assessments and Taxation for the fiscal year 1989-1990. Had not been certified for the previous year.

Todd L. Hershey mt

Todd L. Hershey
Treasurer for Washington
County, Maryland

mt

City of Hagerstown, Maryland
Office of the Treasurer & Tax Collector
1 E Franklin St
Hagerstown, MD 21740
(301) 790-3200 ext 154

June 18, 1990

Lee-Vi Auto, Incorporated
1433 Salem Avenue
Hagerstown, MD 21740

RE: Tax Clearance - Lee-Vi Auto, Incorporated

This is to certify that the books and records of the City of Hagerstown, Maryland 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 City of Hagerstown by:

Lee-Vi Auto, Incorporated, ID #D-2636058

have been paid to and including fiscal year July 1, 1989 to June 30, 1990. There is no record of assessments being levied on this corporation.

Stephen Wolfensberger,
Treasurer/Tax Collector

221

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, CPA, DIRECTOR

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

Dear Sir/Madam:

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

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

LEE-VI AUTO, INCORPORATED

have been paid.

WITNESS my hand and official seal this

31ST day of MAY A.D. 19 90.

Marlene Ladd
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:

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

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 ✓ BUSINESS CODE _____ COUNTY 71

D2636058 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: W. Warren Stultz
2 Public Square
Hagerstown, Md 21740

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JS

THE ARTICLES OF DISSOLUTION
OF
LEE-VI AUTO, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 9, 1990 AT 9:16 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D2636058

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.

RETURN TO:
W. WARREN STULTZ
2 PUBLIC SQUARE
HAGERSTOWN MD 21740

008C3040969

A 333138

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3254 227

Received for REcord September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD 7/9/90 at 12:20p.m.

227

RECEIVED
'90 JUL 9 PM 12 20
STATE DEPT. OF
ASSESSMENTS & TAXATION

12TH MAN SPORTS, INC.
(A Close Corporation under Title 4)

ARTICLES OF INCORPORATION

FIRST: The undersigned, Otis K. Comstock, Sr., whose post office address is 2009 Hanover Pike, Hampstead, Maryland 21074, 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 12TH Man Sports, Inc.

THIRD: The Corporation shall be a close corporation as authorized by Title 4.

FOURTH: The purpose for which the Corporation is formed is the sale of sporting goods and fan club.

The foregoing enumeration of the purposes, objects, and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the corporation by law, and it is not intended, by the mention of any particular purpose, object or business, and in any manner to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars 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 2034 Jefferson Blvd., Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation in Maryland is Robert B. Hays, 2034 Jefferson Blvd., Hagerstown, Maryland 21740.

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

SEVENTH: The number of directors of the Corporation shall be one which number may be increased or decreased pursuant to the by-laws of the corporation, but shall never be less than one; and the name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is Otis K. Comstock, Sr.

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:

01918083

1. The Corporation will have all powers incident to running aforementioned business.

2. The Corporation will have the power to obtain all license necessary for the business and to transfer to any other location or sell said business and license.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, WE HAVE SIGNED THESE ARTICLES OF INCORPORATION, on this 9th day of July, 1990. and severally acknowledge the same to be my act.

WITNESS:

Amy Barnes

Otis K. Comstock, Sr.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 70

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: SMF

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: OTIS K. COMSTOCK, SR.
2009 HANOVER PIKE
HAMSTEAD, MD
21074

NOTE: ach mll.

ARTICLES OF INCORPORATION
OF
12TH MAN SPORTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 9, 1990 AT 12:20 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3046414

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.

MAILED OCT 25 1990

RETURN TO:
OTIS K. COMSTOCK, SR.
2009 HANOVER PIKE
HAMPSTEAD MD 21074

008C3040888

A 333066

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

ARTICLES OF VOLUNTARY DISSOLUTION

7-9-90 3:26p

DB & AG, Inc., a Maryland corporation having its principal office in Washington County, Maryland (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: 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 to the Corporation in the State of Maryland is 1306 Cedarwood Drive, Hagerstown, Maryland 21740.

THIRD: The name and address of a resident agent of the corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is Dane E. Brewer, 1306 Cedarwood Drive, Hagerstown, Maryland, 21740.

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

Dane E. Brewer
1306 Cedarwood Drive
Hagerstown, MD 21740

Olive Graham
616 Maryland Avenue
Hagerstown, MD 21740

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

Dane E. Brewer, President - Treasurer
1306 Cedarwood Drive
Hagerstown, MD 21740

Olive Graham, Vice President - Secretary
616 Maryland Avenue
Hagerstown, MD 21740

RECEIVED
'90 JUL 9 PM 3 26
DEPT. OF ASSESSMENTS & TAXATION

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation i 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, DB & AG, 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 23 day of March, 1990, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of DB & AG, 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:

Olive Graham
Olive Graham
Secretary

DB & AG, INC.

By: Dane E. Brewer
Dane E. Brewer
President

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN, COMPTROLLER J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER
GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, CPA, DIRECTOR
LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

233
JUN 18 REC'D

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

DB & AG, INC.

have been paid.

WITNESS my hand and official seal this

13TH day of JUNE A.D. 19 90.

Marlene Ladd
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:
TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

234

m.A.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 19 BUSINESS CODE _____ COUNTY 71

A2021467 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and ____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ____
		Other ____

Name Change (New Name) _____

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

Code 162

ATTENTION: SCV

MAIL TO ADDRESS: _____

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: Jro

THE ARTICLES OF DISSOLUTION
OF
DB & AG, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 9, 1990 AT 3:26 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D2021467

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.

MAILED OCT 29 1990

RETURN TO:
HYLIND INFO QUEST
ATTN: SCV
307 DOLPHIN ST.
BALTIMORE MD 21217

010C3041117

A 334639

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

07-10-90 8:28A

Rec

ARTICLES OF INCORPORATION

OF

ELECTRONICS MANUFACTURING SOLUTIONS, INC.

FIRST: The undersigned, Henry A. Supplee, whose post office address is 227 West Patrick Street, Frederick, Maryland 21701, being over eighteen (18) years of age, does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the "Corporation") is: **ELECTRONICS MANUFACTURING SOLUTIONS, INC.**

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

1. A. To engage in the manufacture, reconditioning, distribution and sales of wavesoldering and post-soldering cleaning machines, equipment and related products;

B. To provide sales representation for all such machines, equipment and related products;

C. To provide consulting services relating to wavesoldering and the wavesoldering market.

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 652 Knightsbridge Drive, Hagerstown, Washington County, Maryland 21740. The Resident Agent of the Corporation is Cary Taylor,

1990 JUL 10 A 8:28

ENRY A. SUPPLEE
ORNEY AT LAW
EST PATRICK ST.
DERICK, MD. 21701
(301) 694-9700

01913050

whose post office address is 652 Knightsbridge 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 100,000 shares with 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 value of all shares having par value is One Hundred Thousand Dollars ($100,000.00).

SIXTH: The transferability of the shares of stock issued by the Corporation shall be subject to such lawful restrictions as may be agreed upon in writing by the Corporation and the holder or holders of such stock, provided that notice of the evidence of such restrictive agreement be set forth on the stock certificates subject thereto.

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

HENRY A. SUPPLEE
ATTORNEY AT LAW
27 WEST PATRICK ST.
FREDERICK, MD. 21701
(301) 694-9700

meeting of the stockholders, or until their successors are duly chosen and qualified are: Cary Taylor, Scott Nickerson and Richard E. Wilcher.

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

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.

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

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

RY A. SUPPLEE
RNEY AT LAW
ST PATRICK ST.
RICK, MD. 21701
01) 694-9700

(3) 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.

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

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

TENTH: The Corporation reserves the right from time to time to make any amendment of its Articles of Incorporation, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its Articles of Incorporation of any outstanding stock.

HENRY A. SUPPLEE
ATTORNEY AT LAW
7 WEST PATRICK ST.
FREDERICK, MD. 21701
(301) 694-9700

ELEVENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, this 6th day of July, 1990, and I acknowledge the same to be my act.

WITNESS:

Laura E. Stickley — Henry A. Supplee (SEAL)

240 MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: AMF

Name Change (New Name) _____

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

Code _____

ATTENTION: Henry A. Supplee, Esq.

MAIL TO ADDRESS: 227 W. Patrick St. Frederick, Md. 21701

NOTE:

ARTICLES OF INCORPORATION
OF
ELECTRONICS MANUFACTURING SOLUTIONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 10, 1990 AT 8:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3046083

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.

MAILED OCT 29 1990

RETURN TO:
HENRY A. SUPPLEE, ESQ.
227 W. PATRICK ST.
FREDERICK MD 21701

008C3040855

A 333038

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

GREENLINE TRANSPORT CO.

ARTICLES OF INCORPORATION

7/10/90 at 8:30 m.

FIRST. Incorporator. The undersigned, whose post office address is noted with his name, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

RECEIVED
'90 JUL 10 AM 8 30
STATE DEPT. OF
ASSESSMENTS & TAXATION

John T. Green
2125 Blueridge Road
Hagerstown, MD 21740

SECOND. Name. The name of the corporation, (which is hereinafter called the Corporation) is Greenline Transport Co.

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

--to conduct the business of contract hauling

--to provide a merchandise delivery service

--to conduct any other lawful business as determined by the stockholder(s) and director(s) of the Corporation in accordance with the by-laws of the Corporation.

FOURTH. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is Greenline Transport Co. C/O John T. Green, 2125 Blueridge Road, Hagerstown, MD 21740. The name and the post office address of the resident agent of the Corporation in Maryland is John T. Green, 2125 Blueridge Road, Hagerstown, MD 21740.

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

SIXTH. Board of Directors. The number of directors of the Corporation shall be one which number may be increased or decreased pursuant to the by-laws of the Corporation, 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

01918100

stockholders, and the name of the director who shall act until the first meeting or until his successor is duly chosen and qualified is John T. Green.

SEVENTH. Provisions. 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 Corporation shall:

--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;

--and exercise all other powers lawful under the laws of the State of Maryland and the United States of America.

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

NINTH. By-Laws. The Corporation shall be regulated and all of its affairs managed as provided by the by-laws of the Corporation adopted by the Board of Directors. The Board of Directors shall have the power to alter, amend, revise, or adopt new by-laws.

In addition to other matters not here described, the by-laws shall provide for number of directors, their qualifications, method of selection, terms of office, actions they may take, meetings to be held, and procedures for the removal of directors. The by-laws shall establish officers for the Corporation, their qualifications, method of selection, terms of office, duties and procedures for the removal of the officers. The by-laws shall provide for an annual meeting of the Corporation's stockholders to elect the Board of Directors and to take other necessary Corporate actions.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 9th day of July 1990, and acknowledge the same to be my act.

John T. Green (SEAL)
John T. Green

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	39	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31	6	1 Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: John Green
2125 Blueridge Rd
Hagerstown, Md 21740

TOTAL FEES 114

114.00 Check ___ Cash

NOTE: [illegible]

___ Documents on ___ checks

APPROVED BY: A

ARTICLES OF INCCRPORATION
OF
GREENLINE TRANSPORT CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 10, 1990 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3046489

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.

RETURN TO:
JOHN GREEN
2125 BLUERIDGE RD.
HAGERSTOWN MD 21740

008C3040895

A 333071

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR DEPOSIT
07-11-90 AS D 8:21A
8:21

WESTERN MARYLAND INTERFAITH
HOUSING DEVELOPMENT CORPORATION
ARTICLES OF INCORPORATION

ARTICLE I

I, James Willard Davis, whose post office address is 237 East Main Street, Westminster, Maryland 21157, being at least eighteen years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

ARTICLE II

The name of this Corporation (hereinafter "Corporation") is Western Maryland Interfaith Housing Development Corporation.

ARTICLE III

The Corporation is not organized for profit, and shall not be authorized to issue capital stock. The number of, qualifications for, and other matters relating to the members shall be as set forth in the by-laws of the Corporation.

ARTICLE IV

The post office address of the principal office of the Corporation in the State of Maryland is 8 Van Lear Drive, Williamsport, Maryland 21793. The name and post office address of the Resident Agent of the Corporation in the State of Maryland, is Rev. R. Frederick Crider, Jr., Cumberland-Hagerstown District Office, 8 Van Lear Drive, Williamsport, Maryland 21793. Said Resident Agent is an individual actually residing in this State.

ARTICLE V

The Corporation is organized exclusively for charitable, educational and societal purposes. The specific purposes for which the Corporation is organized are to provide affordable housing for persons with low income and, in order to promote and provide such housing, to engage in any lawful act or activity for which Corporations may be organized under the General Corporation Law of

01928141

Maryland, including, for such purposes, the making of distributions to organizations that themselves qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code).

In furtherance of, but not in limitation of, the foregoing purposes, the Corporation shall have the power to do and perform any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering, or attaining of the corporate purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, department or agencies.

All of the foregoing purposes and powers shall be exercised in such manner that the Corporation shall qualify and continue to qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code). No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, 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 a corporation exempt from federal and state income taxes under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code), or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code).

ARTICLE VI

The business and affairs of the Corporation shall be managed by a Board of Trustees. The number of Trustees shall be twenty-one, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three. The manner in which Trustees shall be elected to or removed from office, their qualifications, powers, duties, terms of office, the manner of filling vacancies, and the manner of calling and holding meetings of the Board of Trustees shall be as stated in the By-Laws. The Board of Trustees shall have the power to propose for fund approval by the General membership the adoption, amendment or repeal of the By-Laws of the Corporation. The names of the three Trustees who shall act until the first annual meeting, or until their successors are duly sworn and qualified are:

Rev. R. Frederick Crider,Jr.
Bishop P. Francis Murphy
Bishop Morris G. Zumbrun

ARTICLE VII

The Corporation is organized solely for charitable, education and societal purposes. This Corporation is not organized for, nor shall it be operated for, the primary purpose of generating profit. The property and assets of the Corporation are irrevocably dedicated to charitable, educational and societal purposes, and no part of any profit or net income of the Corporation shall inure to the benefit of, or be payable or distributable to its Trustees, Officers, Members, or to any other individual or organization, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distribution in furtherance of its specific intent and purposes.

ARTICLE VIII

Upon winding up and dissolution of the Corporation, the assets

of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation, shall be distributed as the Board of Trustees shall determine to another organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes and which shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code). Any such assets not so disposed of, or any assets held in trust by the Corporation shall be disposed of as may be directed by decree of the Circuit Court in the County in which the Corporation's principal office is located.

ARTICLE IX

(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 or 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.

ARTICLE X

The Corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights here in conferred are granted subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, for the purpose of forming a Corporation pursuant to Section CA5-201, et seq. of the Maryland Code do execute this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 6th day of July, 1990.

JAMES WILLARD DAVIS

C:\jun90\18740006.art
vs

252

M.A.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 82 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	11	1 Certified Copy 5P85
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES $51

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: JMF

Name Change (New Name) _____

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

Code _____

ATTENTION: James Willard Davis, Esq.

MAIL TO ADDRESS: 237 E. Main St. P.O. Box 808 Westminster, Md 21157-0808

NOTE:

ARTICLES OF INCORPORATION
OF
WESTERN MARYLAND INTERFAITH HOUSING DEVELOPMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 11, 1990 AT 8:21 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3047545

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.

RETURN TO:
JAMES WILLARD DAVIS, ESQ.
237 E. MAIN ST.
P.O. BOX 808
WESTMINSTER MD 21157 0808

01003041065

A 334593

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

Received for Record September 24, 1990 at12:30 p.m.
Corporation Record Liber 43

WACHS, BOONE & BANNON, P.A.

Articles of Amendment

7-11-90 8:41a

Wachs, Boone & Bannon , P.A., a Maryland Corporation, having its principal office at 138 West Washington Street, Hagerstown, Maryland (hereafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Charter of the Corporation is hereby amended by striking Article SECOND of the Charter, and by substituting in lieu thereof the following:

SECOND: The name of the Corporation is:

WACHS, BOONE & SCHUBEL, P.A.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

1990 JUL 7 PM 8:41

01928183

1990 JUL -3 A 8:48

IN WITNESS WHEREOF, Wachs, Boone & Bannon, P.A., 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 29th day of June 1990 and its President acknowledges that these Articles of Amendment are the act and deed of Wachs, Boone & Bannon, P.A., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

Scott L. Schubel, Secretary W. Kennedy Boone, III, President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY that on this 29th day of June, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared W. Kennedy Boone, III who made oath in due form of law that the matters and facts set forth in the aforesaid Articles of Amendment are true to the best of his knowledge, information and belief.

WITNESS my hand and Official Notarial Seal.

Barbara A. Miner
Notary Public

My Commission Expires:
May 14, 1994

256

MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A BUSINESS CODE 06 COUNTY 71

D 1253947 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		___ Corp. Good Standing
NA		Foreign Corp. Registration
87		___ Limited Part. Good Standing
71		Financial
600		___ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL FEES 28

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: JW

Name Change (New Name) Wachs, Boone + Schubel, P.A.

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

Code ___

ATTENTION: ___

MAIL TO ADDRESS: W. Kennedy Boone III
130 N. Wash St
Hagerstown Md
21740

NOTE:

ARTICLES OF AMENDMENT
OF
WACHS, BOONE & BANNON, P.A.
CHANGING ITS NAME TO:
WACHS, BOONE & SCHUBEL, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 11, 1990 AT 8:41 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D1253947

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.

RETURN TO:
W. KENNEDY BOONE, III
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

01003041191

A 334707

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

DESIGN STUDIO JEWELERS, INC. 07-12-90 8:53A

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

FIRST: I, Edward L. Kuczynski, whose address is 55 North Jonathan Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter called the "Corporation") is DESIGN STUDIO JEWELERS, INC.

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

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

(1) To carry on business as jewelers, gold and silversmiths, dealers in china, couresties, articles of virtu, coins, metal, boullion, and previous stones, and as manufacturers of and dealers in gold and silver plate, plated articles, watches, clocks, cirnometers, and optical and scientific instruments and appliances of every description.

(2) To carry on the business as dealers and manufacturers of jewelry and precious stones, gold, silver, and plated articles, articles of virtu, coins, and metals.

(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.

1990 JUL 12 A 8:53

FIFTH: The post office address of the principal office of the Corporation in this State is 1550 Jefferson Blvd., Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John D. Ford, 302 Rear Redhill Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of common stock, with a par value of Ten Dollars ($10.00) per share.

SEVENTH: The number of directors shall be two (2) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the directors, who shall act until the first annual meeting or until his successor is duly chosen and qualified are: John D. Ford and Patricia L. Ford, 302 Rear Redhill Drive, Hagerstown, Maryland 21740.

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 Mayrland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

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

(3) With respect to any corporate representative other than

a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other than a present or former director or officer successfully defends on the merits or otherwise any proceeding referred to in subsection (b) or (c) of the Indemnification Section or any claim, issue or matter raised in such proceeding, the Corporation shall not indemnify such corporate representative other than a present or former director or officer under the Indemnification Section unless and until it shall have been determined and authorized in the specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all of the votes cast by stockholders who were not parties to the 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 _____, 1990, and I acknowledge same to be my act.

Edward L. Kuczynski

MA

261

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: Edward L. Kuczynski, Esq.

MAIL TO ADDRESS: Kuczynski + Kuczynski
Kuczynski Bldg.
55 N. Jonathan St.
Hagerstown, Md. 21740

TOTAL FEES 40 Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
DESIGN STUDIO JEWELERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 12, 1990 AT 8:53 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3047727

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.

MAILED OCT 25 1990

RETURN TO:
KUCZYNSKI & KUCZYNSKI
ATTN: EDWARD L. KUCZYNSKI, ESQ.
55 N. JONATHAN ST.
HAGERSTOWN MD 21740

010C3041083

A 334609

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT
7/16/90 at 9:08 a.m.

ARTICLES OF INCORPORATION

OF

ISLAMIC SOCIETY OF WESTERN MARYLAND, INC.

FIRST: I, Mehrullah Khan, M.D., whose post office address is 109 Knotty Pine Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Islamic Society of Western Maryland, Inc.

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

Weekly educational meeting for Islamic studies to be held for adults as well as children.

(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

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

01978006 01978005

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 afterward amended; to receive, take title to, hold, and use the proceeds and income of

stock, 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 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:

FOURTH: The post office address of the principal office of the Corporation in this State is 109 Knotty Pine Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Mehrullah Khan, 109 Knotty Pine Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

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:

Saeed Ahmed, Mehrullah Khan and Mohammad Chaudhry.

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 is not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trust, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings

of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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 27th day of April, 1990, and I acknowledge same to be my act.

WITNESS:

Cynthia Jean Bush

Mehrollah Khan

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

I HEREBY CERTIFY, that on this 27th day of April, 1990, before me, the Subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Mehrollah Khan, 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.

Lois Ann Truebacker
Notary Public

My Commission Expires: July 1,1990

notary Exp 7-90

بسم الله الرحمن الرحيم

Islamic Society Of Baltimore, Maryland, Inc.

P.O. BOX 7647, BALTIMORE, MARYLAND 21207

May 29, 1990

To Whom It May Concern,

RE: ISLAMIC SOCIETY OF WESTERN MARYLAND

We understand that the Muslims living in Hagerstown, Maryland have formed a religious organization known as the 'Islamic Society of Western Maryland'. It is certified that the Islamic Society of Baltimore, Maryland Inc., Baltimore, MD has no objection to their adoption of the name 'Islamic Society of Western Maryland' and it's registration with the I.R.S. and the State Authorities.

Sincerely,

Usman Khwaja
General Secretary
For and on behalf of
the Islamic Society of
Baltimore, Maryland Inc.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
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65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	13	1 Certified Copy 7
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
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84		Amendment to Limited Partnership
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 53

Name Change (New Name) _____

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

Code _____

ATTENTION: George E. Snyder, Jr.

MAIL TO ADDRESS: Snyder & Poole
28 Jonathan Str.
Hagerstown, Md. 21740

___ ✓ Check ___ Cash

1 Documents on 2 checks (50.00 + 3.00)

NOTE: Letter of Consent is Attached

APPROVED BY: J.M.T.

272

ARTICLES OF INCORPORATION
OF
ISLAMIC SOCIETY OF WESTERN MARYLAND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 16, 1990 AT 9:08 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3052107

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.

MAILED OCT 25 1990

RETURN TO:
SNYDER & POOLE
ATTN:GEORGE E. SNYDER, JR.
28 JONATHAN STREET
HAGERSTOWN MD 21740

016C3041770

A 335179

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
4/17/90 at 8:34 a.m.

273

ARTICLES OF INCORPORATION

OF

THUMPIN CAR STEREO, INC.
(A Close Corporation)

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Howard W. Gilbert, Jr., being at least eighteen years of age, 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 THUMPIN CAR STEREO, 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 sell and install at retail and wholesale levels stereo sound equipment in vehicles, boats, houses, businesses, 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 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 1075 Jefferson Boulevard, Hagerstown, Maryland, 21740. The name and post office address

1990 JUL 17 A 8:34

0198040

of the resident agent of the Corporation in this State are Brian Gordon, 110 Englewood Road, Hagerstown, Maryland, 21740. Said resident agent is a citizen actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is ten thousand shares (10,000) 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).

SEVENTH: The Corporation elects to have no board of directors. Brian Gordon 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 16 day of July, 1990.

WITNESS:

Joanne Snyder _____ Howard W. Gilbert, Jr. _____ (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 16 day of July, 1990, 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:
December 1, 1994

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

BB

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	20	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2p8
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 49

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: SMF

Name Change (New Name) _____

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

Code _____

ATTENTION: H. W. Gilbert

MAIL TO ADDRESS: Shakley, Gilbert & Marks
35 E. Washington Street
Hagerstown, MD. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
THUMPIN CAR STEREO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 17, 1990 AT 8:34 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 21.00	$ 20.00	$

D3051083

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.

RETURN TO:
MACKLEY, GILBERT & MARKS
ATTN:H.W. GILBERT
35 E. WASHINGTON STREET
HAGERSTOWN MD 21740

015C3041668

A 335081

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
07-17-90 at 12:20 .m.

CENTRAL BUILDING AND DESIGN INCORPORATED
ARTICLES OF INCORPORATION

FIRST: The undersigned David A. Wurthmann, whose post office address is 209 Jefferson Street, Hagerstown, MD 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 is CENTRAL BUILDING AND DESIGN INCORPORATED.

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

> To engage in any lawful act or activity for which corporations may be organized under the Corporations and Associations Article of the Annotated Code of Maryland. The corporation is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval being obtained.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 209 Jefferson Street, Hagerstown, MD 21740 . The name and post office address of the resident agent of the Corporation in Maryland are David A. Wurthmann; 209 Jefferson Street, Hagerstown, MD 21740.

RECEIVED
90 JUL 17 PM 12 20
STATE DEPT. OF ASSESSMENTS & TAXATION

FIFTH: The total number of shares of stock which the Corporation has authority to issue is ONE HUNDRED (100), all of one class and having no par value.

SIXTH: The number of directors of the Corporation shall be ONE (1) which number shall be increased or decreased pursuant to the bylaws of the Corporation, and so long as there are less than three (3) stockholders, the number of directors may be less than three (3) but not less than the number of stockholders, and the name of the director who shall act until the first meeting or until their successors are duly chosen and qualified is David A. Wurthmann.

SEVENTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on July 17, 1990, and acknowledge the same to be my act.

01998080

278

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 020 BUSINESS CODE 03 COUNTY 7I

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	7	1 Certified Copy 1
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 97

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: David A. Wurthmann
209 Jefferson St.
Hagerstown, Md. 21740

NOTE: acc-mel.

CERTIFIED COPY MADE

ARTICLES OF INCORPORATION
OF
CENTRAL BUILDING AND DESIGN INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 17, 1990 AT 12:20 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3051042

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.

RETURN TO:
DAVID A. WURTHMANN
209 JEFFERSON STREET
HAGERSTOWN MD 21740

015C3041664

A 335077

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

280

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
7/18/90 at 8:36 a.m.

BLUE RIDGE PROPERTIES, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Hilton C. Smith, Jr., whose office address is 50 Summit Avenue, Hagerstown, Washington County, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

Blue Ridge Properties, Inc.

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

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

(1) For the sale, leasing, and management of real property.

(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 office address of the principal office of the Corporation in Maryland is 50 Summit Avenue, Hagerstown, Washington County, Maryland 21740. The name and office address of the Resident Agent of the Corporation in Maryland is Hilton C. Smith, Jr., 50 Summit Avenue, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (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).

1990 JUL 18 A 8:36

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are Hilton C. Smith, Jr. and Bruce M. Cubbage.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 13 day of _____, 1990, and I acknowledge the same to be my act.

WITNESS:

_____ _____
Hilton C. Smith, Jr.

282

BB

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: William C. Wantz

MAIL TO ADDRESS: Kaylor & Wantz
123 West Washington St.
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMF

ARTICLES OF INCORPORATION
OF
BLUE RIDGE PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 18, 1990 AT 8:36 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3050267

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.

MAILED OCT 25 1990

RETURN TO:
KAYLOR & WANTZ
ATTN:WILLIAM C. WANTZ
123 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

014C3041529

A 334951

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

284

7-18-90 8:53a

ARTICLES OF AMENDMENT

OF

BLUE RIDGE LANDSCAPING, INC.
A MARYLAND CLOSE CORPORATION

Blue Ridge Landscaping, Inc., a Maryland Corporation, having its principal office at 6324 Clevland Road, Boonsboro, Maryland 21013 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking Article FIRST which stated:

> FIRST: We, the undersigned, Gregg Frederick Finkel, whose address is 6324 Clevland Road, Boonsboro, Maryland 21713, and Dennis James Hutzel, whose address is also 6324 Clevlandtown Road, Boonsboro, Maryland 21713, 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.

and substituting in lieu thereof the following:

> FIRST: We, the undersigned, Gregg Frederick Finkel, whose address is 6324 Cleveland Road, Boonsboro, Maryland 21713, and Dennis James Hutzel, whose address is 6324 Cleveland Road, Boonsboro, Maryland 21713, each being at least twenty-one (21) years of age, do hereby associate ourselves as incorporators with the intention of forming a close corporation under and by virtue of the General Laws of the State of Maryland, pursuant to Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendments.

01996215

IN WITNESS WHEREOF, Blue Ridge Landscaping, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 24th day of June, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Blue Ridge Landscaping, Inc., and under penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of their knowledge, information and belief.

ATTEST:

Susan K DeSharney
Secretary

BLUE RIDGE LANDSCAPING, INC.

BY: [signature]
Gregg Frederick Finkel
President

CORPORATE SEAL:

1990 JUL 18 A 8:53

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 5709 BUSINESS CODE 03 COUNTY 71

D2958239 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: JRO

Name Change (New Name) _____

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

Code ___

ATTENTION: _____

MAIL TO ADDRESS: Chip Snyder Jr
28 Jonathan St
Hagerstown Md
21740

NOTE: add close

ARTICLES OF AMENDMENT
OF
BLUE RIDGE LANDSCAPING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 18, 1990 AT 8:53 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2958239

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.

RETURN TO:
CHIP SNYDER, JR.
28 JONATHAN STREET
HAGERSTOWN MD 21740

018C3042072

A 335443

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

7-18-90 8:55a

ARTICLES OF INCORPORATION
OF
WESTERN MARYLAND SURGERY CENTER, INC.

FIRST: I, Michael J. Schaefer, whose post office address is 152 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 Surgery Center, Inc.**.

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

(a) The corporation is organized exclusively for educational and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (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 1986, 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 or in opposition to 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 1986 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 1986 (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:

(i) To own and operate a surgical and acute medical care establishment.

(ii) To provide surgical and acute medical care and related services to persons.

(iii) To pursue any endeavor or provide any service that is not prohibited by the laws of the State of Maryland or of the United States.

(iv) To have and to exercise to the extent necessary or desirable for the accomplishment of any of the aforesaid purposes, and to the extent that they are not inconsistent with the charitable purposes of the Corporation, any and all powers conferred upon corporations by the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in this State is 251 East Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is H. W. Murphy, 251 East Antietam Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall not be less than five (5) or more than seven (7), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are: Raymond Grahe, John J. McElwee, Jr., H. W. Murphy, Richard Whisner and Betty Roney.

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 1986, 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 1986 and 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.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 16th day of July, 1990, and I acknowledge same to be my act.

Michael J. Schaefer

Michael J. Schaefer

STATE OF MARYLAND

MA

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 70

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Schaefer
152 W. Wash St
Hagerstown Md 21740

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JS

ARTICLES OF INCORPORATION
OF
WESTERN MARYLAND SURGERY CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 18, 1990 AT 8:55 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3050473

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.

RETURN TO:
MICHAEL SCHAEFER
152 W. WASH ST.
HAGERSTOWN MD 21740

014C3041550

A 334968

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for REcord September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT

ARTICLES OF INCORPORATION 07-20-90 8:55A

OF

HAGERSTOWN JUNIOR COLLEGE ALUMNI ASSOCIATION, INC.

FIRST: I, Arthur R. Crumbacker, whose address is 44 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a corporation under and by the virtue of the General Laws of the State of Maryland.

1990 JUL 20 A 8:55

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

HAGERSTOWN JUNIOR COLLEGE ALUMNI ASSOCIATION, INC.

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

(a) The Corporation is organized exclusively for educational, scientific and charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable, scientific and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of

02018103

any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust or other trust instrument for the foregoing purposes of any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article NINTH of these Articles of Incorporation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the Corporation pursuant to Section 501(c) (3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a

non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational and charitable purposes, all for the public welfare,can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

(b) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational, scientific and charitable purposes for which the Corporation is organized, as qualified and limited by sub-paragraphs (a) and (b) of this Article THIRD are the following:

Fund raising for contributions to charitable causes and organizations in need of additional financial assistance that are non-profit in nature.

FOURTH: The address of the principal office of the Corporation is 751 Robinwood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Arthur R. Crumbacker, 44 North Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be 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). The names of the Director, who shall act until the first annual meeting or until his successors are duly chosen and qualified is:

Arthur R. Crumbacker

SEVENTH: Upon the dissolution of the Corporation, the Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings

of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting to influence legislation and which do not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article NINTH shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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

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

(b) The Corporation shall not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue

Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ELEVENTH: (1) As used in this Article ELEVENTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "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 specific case by (i) an affirmative vote at a duly constituted meeting of a majority of the Board of Directors who were not parties to the proceeding; or (ii) an affirmative vote, at a duly constituted meeting of a majority of all the votes cast by stockholders who were not parties to the proceeding, that indemnification of such corporate representative other than a present or former director or officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of July, 1990, and I acknowledge same to be my act.

WITNESS:

Arthur R. Crumbacker

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO WIT:

I HEREBY CERTIFY, that on this 17th day of July, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Arthur R. Crumbacker, known to me, who made oath in due form of law that the matters and facts set forth in the foregoing Articles of Incorporation are true and correct and who acknowledged said Articles of Incorporation to be his act and deed.

AS WITNESS my hand and Notarial Seal.

Notary Public

My Commission Expires:
6/1/92

302

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

Name Change (New Name) _____

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

Code _____

ATTENTION: Michael G. Day, Esq.

MAIL TO ADDRESS: Day & Schneider
Suite 300
120 W. Washington St.
Hagerstown, Md. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
HAGERSTOWN JUNIOR COLLEGE ALUMNI ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 20, 1990 AT 8:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3053121

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.

RETURN TO: MAILED OCT 25 1990
DAY & SCHNEIDER
ATTN:MICHAEL G. DAY, ESQ.
STE. 300
120 W. WASHINGTON STREET
HAGERSTOWN MD 21740

017C3041929

A 335311

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

Received for REcord September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

RECEIVED
7-23-90 2:50 p
STATE DEPT. OF
ASSESSMENTS & TAXATION

ANN'S ENTERPRISES, INC.
ARTICLES OF SALE AND TRANSFER

ARTICLES OF SALE AND TRANSFER entered into this 20th day of July, 1990, by and between Ann's Enterprises, Inc,. a Maryland Statutory Close Corporation, (hereinafter sometimes referred to as the "Transferor") and SEA Ventures, Inc., a Maryland Corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

FIRST: Transferor has agreed to sell, assign and transfer substantially all of its property and assets to Transferee, its successors and assigns.

SECOND: The name, post office address and principal place of business of Transferee is SEA Ventures, Inc., 3 Peachtree Lane, Williamsport, Maryland 21795.

THIRD: The name, post office address and principal place of buisness of Transferor is Ann's Enterprises, Inc., 6 Rochester Place, Hagerstown, Maryland 21740.

FOURTH: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Ann's Enterprises Inc., a Statutory Close Corporation, a corporation organized under the laws of the State of Maryland.

Transferee is SEA Ventures, Inc., a corporation organized under the laws of the State of maryland.

FIFTH: The nature and amount of the consideration to be paid by Transferee for the property and assets to be transferred, is Eleven Thousand ($11,000.00) Dollars, plus the value of certain inventory to be determined after closing.

SIXTH: The principal office of Transferor is in Washington County, State of Maryland. Transferor owns no interest in land.

SEVENTH: The principal office of Transferee is in Washington County, State of Maryland.

92053032

EIGHTH: 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 unamimous written informal action, all in the manner and by the vote required by the Corporations and Associations Article of the Annotated Code of Maryland.

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.

NINTH: The Board of Directors of Transferee, by unanimous written consent executed by all the members thereof and filed with the minutes of proceedings of the Board of Directors, duly adopted a resolution authorizing acquisition of substantially all the assets of Transferor as herein set forth and further authorizing the execution and delivery of these Articles of Sale and Transfer, all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland.

IN WITNESS WHEREOF, Ann's Enterprises, Inc. and SEA Ventures, Inc., parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each party to these Articles of Sale and Transfer, as of this 20th day of July, 1990.

ATTEST:

ANN'S ENTERPRISES, INC.

By Ann M Weinberg (SEAL)
Ann Weinberg, President

SEA VENTURES, INC.

By Sarah E Ardinger (SEAL)
Sarah E. Ardinger, President

THE UNDERSIGNED, President of Ann's Enterprises, 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 facts set forth therein with respect to the approval thereof are true in all materials respects, under the penalties of perjury.

Ann M. Weinberg

Ann Weinberg, President

THE UNDERSIGNED, President of SEA Ventures, 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 facts set forth therein with respect to the approval thereof are true in all materials respects, under the penalties of perjury.

Sarah E. Ardinger

Sarah E. Ardinger, President

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

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

~~Merging~~ (Transferor) Ann's Enterprises, Inc.

D 2371060

~~Surviving~~ (Transferee) SEA Ventures, Inc.

D 3030590

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

TOTAL FEES 20

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JW

Name Change
(New Name) _____

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

Code 045

ATTENTION: Andrew Quinn, Esq.

MAIL TO ADDRESS: _____

NOTE:

ARTICLES OF TRANSFER
OF
ANN'S ENTERPRISES, INC.
(A MD CORP.) TRANSFEROR
AND
SEA VENTURES, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 23, 1990 AT 2:50 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3030590

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.

RETURN TO:
MILES & STOCKBRIDGE
ATTN: ANDREW QUINN, ESQ.
10 LIGHT STREET
BALTIMORE MD 21202

019C3042430

A 335602

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 24, 1990 at 12:30 p.m.
Corporation Record LIber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
7/24/90 at 8:28 a.m.

309

ARTICLES OF INCORPORATION
OF
WEISS BROS. DEVELOPMENT CO., INC.

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 Weiss Bros. Development Co., Inc.

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

(1) To engage in the business of acquisition, development, rental and/or sales of real 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 801 Pope Avenue, 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 three (3), provided that:

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

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

The names of the Director who shall act until the first annual meeting or until his successors is duly chosen and qualified:

Bernard Weiss
Richard Weiss

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

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

1990 JUL 24 A 8:28

02058043

its stock of any class, whether now or hereinafter 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, st a duly constituted meeting of a majority of all 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.

berg & DiGirolamo
s at Law

t Washington Street
own, Maryland 21740

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 23rd day of July, 1990, and I acknowledge the same to be my voluntary act and deed.

Joanna E. Kemmerer
Witness

Roger Schlossberg (SEAL)

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JmT

Name Change (New Name) _____

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

Code _____

ATTENTION: Roger Schlossberg

MAIL TO ADDRESS: Schlossberg & Wisslamo
134 West Washington Sts.
Hagerstown, Md. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
WEISS BROS. DEVELOPMENT CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 24, 1990 AT 8:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3054954

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.

MAILED OCT 25 1990

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
ATTN:ROGER SCHLOSSBERG
134 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

019C3042270

A 335473

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for REcord September 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION - -

APPROVED FOR PAYMENT
7/25/90 at 8:25 a.m.

RAINBOW CHILD CARE CENTER, INC.

ARTICLES OF INCORPORATION

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 82 West Washington Street, 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

RAINBOW CHILD CARE CENTER, 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 539 W. Howard 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., P. O. Box 1417, 82 West Washington Street, 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), 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 Beulah Wilk, and Robert Wilk.

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:

1990 JUL 25 A 8:25

02068081

(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 re classify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights voting powers, restrictions and qualifications of, the dividends on, the times and 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 providing 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 con tract rights, as expressly set forth in the Charter, of any outstanding stock and any objecting stock holder whose rights may or shall be there by substan tially 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 fore going 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 infer ence 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 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 em ployee, 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 interest 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 of officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by the reason of the fact that he is or was 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 reasonable 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 he 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 the 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 a 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 23rd day of July 23, 1990, and I acknowledge the same to be my act.

WITNESS:

Barbara J. Willer

Dixie C. Newhouse

318

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

Name Change (New Name) _____

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

Code _____

ATTENTION: Dixie C. Rowhouse

MAIL TO ADDRESS: Creager & Rowhouse, P.A.
Suite 200, Bryan Centre
80 West Washington St.
Hagerstown, MD 21740-4804

NOTE:

ARTICLES OF INCORPORATION
OF
RAINBOW CHILD CARE CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 25, 1990 AT 8:25 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3055514

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.

RETURN TO:
CREAGER & NEWHOUSE
ATTN:DIXIE C. NEWHOUSE
STE. 200, BRYAN CENTRE
82 WEST WASHINGTON STREET
HAGERSTOWN MD 21740 4804

019C3042326

A 335513

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD

Received for Record Sept. 24, 1990 at 12:30 p.m.
Corporation Record Liber 43

07-25-90 8:28

METZNER & LYNN, 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 hereafter called the "Corporation") is Metzner & Lynn, P.A.

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

(1) To engage in the professional 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 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 101 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are Lewis C. Metzner, 101 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 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 elected and qualify are: Lewis C. Metzner and Gordon Lynn.

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.

1990 JUL 25 8:28

erg & DiGirolamo
s at Law
t Washington Street
wn, Maryland 21740

02068088

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, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption of such stock.

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

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

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

(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.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of July, 1990, and I acknowledge same to be my act.

Joanna E. Kemmerer
Witness

Roger Schlossberg

sberg & DiGirolamo
eys at Law

est Washington Street
stown, Maryland 21740

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
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31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: Roger Schlossberg

MAIL TO ADDRESS: Schlossberg & Digirolamo
134 West Washington St.
Hagerstown, MD. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T.

ARTICLES OF INCORPORATION
OF
METZNER & LYNN, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 25, 1990 AT 8:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3035571

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.

MAILED OCT 25 1990

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
ATTN:ROGER SCHLOSSBERG
134 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

01903042332

A 335519

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for REcord September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

CERTIFICATE OF [X] MERGER
[ ] TRANSFER
[ ] CONSOLIDATION
[ ] SHARE EXCHANGE

TO: [X] Clerk of the Circuit Court for Washington Co. (Land Records)
[ ] _____ Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of Merger have been filed in this office on August 21, 1990 at 8:44 A.M.

1) The name of each party to the Articles is

NEWS POST PROPERTIES, INC. (A MD CORP.)
FREDERICK CABLEVISION, INC. (A MD CORP.) - SURVIVOR

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

FREDERICK CABLEVISION, INC. (A MD CORP.) - SURVIVOR

As Witness my hand and the Official seal of the said Department at Baltimore this 30th day of August, 1990.

Nancy Grueninger
Administrative Officer

3265 0708

AT 5-076

Received for Record September 28, 1990 at 10:00 a.m.
326 Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
7/26/90

RECEIVED
'90 JUL 26 PM 3 20
STATE DEPT. OF ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

OF

A.M.G. ENTERPRISES, INC.

FIRST: I, Andrew W. Quinn, 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 A.M.G. Enterprises, Inc.

THIRD: The purposes for which the Corporation is formed are to engage in any 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 c/o Office Suppliers, Inc., 1905 Pennsylvania Avenue, Hagerstown, Maryland 21740. The name and address of the resident agent of the Corporation are Asad M. Ghattas, c/o Office Suppliers, Inc., 1905 Pennsylvania Avenue, 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.

02088144

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 successors is elected and qualifies is Asad M. Ghattas.

SEVENTH: The Corporation shall indemnify, to the fullest extent permitted by Maryland law as it may be amended from time to time, all persons who at any time were or are directors or officers of the Corporation. The Corporation shall pay or reimburse all reasonable expenses incurred by a present or former director or officer of the Corporation in connection with any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) in which the present or former director or officer is a party, in advance of the final disposition of the proceeding, to the fullest extent permitted by, and in accordance with the applicable requirements of, Maryland law as it may be amended from time to time. The Corporation may indemnify any other persons permitted but not required to be indemnified by Maryland law as it may be amended from time to time, if and to the extent indemnification is authorized and determined to be appropriate in each case in accordance with applicable law by the Board of Directors, the stockholders or special legal counsel appointed by the Board. The Corporation shall not be required to purchase or maintain insurance on behalf of any present or former directors or officers or other persons required or permitted to be indemnified. No amendment of the charter of this Corporation or repeal of any

of its provisions shall limit or eliminate any of the benefits provided to directors and officers under this Article in respect of any act or omission that occurred prior to such amendment or repeal.

I acknowledge these Articles of Incorporation to be my act this 26th day of July, 1990.

Andrew W. Quinn

328

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

B

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change (New Name) _____

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

Code 045

ATTENTION: _____

MAIL TO ADDRESS: _____

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T

ARTICLES OF INCORPORATION
OF
A.M.G. ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 26, 1990 AT 3:20 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3057064

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.

MAILED OCT 25 1990

RETURN TO:
MILES & STOCKBRIDGE
10 LIGHT STREET
BALTIMORE MD 21202

021C3042627

A 335772

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

AT5-060

Received for Record September 28, 1990 at 10:00 a.m.
330 Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
1/30/90 at 8:30 .m.

MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/
DRS. CIRINCIONE & SALVAGNO, P.C.

ARTICLES OF AMENDMENT

MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/DRS. CIRINCIONE & SALVAGNO, P.C., a Maryland professional service corporation, having its principal office at 419 Spring Creek Road, Hagerstown, Maryland 21740 (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation of the Corporation is hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following: "SECOND: The name of the Corporation is Drs. Cirincione & Salvagno, P.C."

SECOND: The above-stated amendment of the Articles of Incorporation was advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/ DRS. CIRINCIONE & SALVAGNO, P.C. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Assistant Secretary on this 24th day of July, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/DRS. CIRINCIONE & SALVAGNO, P.C., and under the penalties of perjury, that the matters and facts set forth herein with respect to

02118007
02118000

authorization and approval are true in all material respects to the best of his knowledge, information, and belief.

ATTEST:

MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/DRS. CIRINCIONE & SALVAGNO, P.C.

Assistant Secretary

By: President

(SEAL)

MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71

D 2588069 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: RCM

Name Change (New Name) Drs. Crincione & Salvagno, P.C.

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

Code _____

ATTENTION: William McC. Schildt

MAIL TO ADDRESS: Strite & Schildt, Esq
138 W. Washington St.
Hagerstown, Md. 21740

NOTE:

ARTICLES OF AMENDMENT
OF
MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/DRS.
CIRINCIONE & SALVAGNO, P.C.
CHANGING ITS NAME TO:
DRS. CIRINCIONE & SALVAGNO, P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 30, 1990 AT 8:30 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2588069

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.

RETURN TO:
STRITE & SCHILDT
ATTN: WILLIAM M.C. SCHILDT
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

025C3040307

A 333581

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

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

7/30/90 8:31

ARTICLES OF INCORPORATION

MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/
DRS. CIRINCIONE, SALVAGNO & MILFORD, P.C.

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 General Laws of the State of Maryland, including the Maryland Professional Service Corporation Act.

SECOND: The name of the corporation is Mid-Atlantic Orthopaedic Specialists/Drs. Cirincione, Salvagno & Milford, P.C. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of rendering service in the practice of medicine, especially orthopaedic treatment and surgery, and in any and all activities necessary or related thereto. The Corporation shall have all the general powers granted by law to Maryland professional corporations, including the power to invest its funds in real estate, mortgages, stocks, bonds, or any other type of investment and to own real or personal property necessary for the performance of a professional service.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 419 Spring Creek Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Robert J. Cirincione, 419 Spring Creek Road, Hagerstown, Maryland 21740.

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

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 two (2), provided:

1. If there is no stock outstanding, the number of directors may be less than two (2) but not less than one (1); and

2. If there is stock outstanding and so long as there are less than two (2) stockholders, the number of directors may be less than two (2) but not less than the number of stockholders. The names of the directors who shall act until the first annual meeting or until their successor or successors are duly chosen and qualified are Robert J. Cirincione, M.D.; Ralph T. Salvagno, M.D.; and Richard S. Milford, 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 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.

IN WITNESS WHEREOF, I acknowledge these Articles of Incorporation to be my act this 25th day of July, 1990.

WITNESS:

William McC. Schildt

336 MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 06 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: William McC. Schildt

MAIL TO ADDRESS: Strite + Schildt, Esq
138 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
MID-ATLANTIC ORTHOPAEDIC SPECIALISTS/DRS.
CIRINCIONE, SALVAGNO & MILFORD, P.C.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 30, 1990 AT 8:31 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3059458

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.

MAILED OCT 25 1990

RETURN TO:
STRITE & SCHILDT, ESQ.
ATTN:WILLIAM MCC. SCHILDT
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740

02C03040116

A 333470

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

338 Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

BARE ENTERPRISES, INC.

Informal Action of Board of Directors

November 1, 1989

The undersigned, constituting all of the Directors of BARE ENTERPRISES, 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 below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the name and address of the resident agent is as follows:

Vickie Stang
Route 2, Box 101
Smithsburg, MD 21783

WITNESS the execution hereof the day and year first above written.

WITNESS:	BOARD OF DIRECTORS:	
Bryan L Welch	Vickie Stang Vickie Stang	(SEAL)
Bryan L Welch	Robert Stang Robert Stang	(SEAL)

1990 JUL 30 A 9:37

I hereby certify that the aforegoing is a true and correct copy.

Robert Stang
Robert Stang
Secretary

[redacted] 92118237

APPROVED FOR FILING:

7/30/90 at 9:37 A.m.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D2489177 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES $10.00

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Naylor & Wantz
123 West Washington Street
Hagerstown, Md 21740

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
BARE ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 30, 1990 AT 9:37 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2489177

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.

RETURN TO:
TAYLOR & WANTZ
123 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

024C3040178

A 333522

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

Received for REcord September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

STATE DEPT. OF ASSESSMENTS AND TAXATION

311

APPROVED FOR RECORD
07-31-90 at 9:02 Am.

THE SIXTH MARYLAND VOLUNTEER INFANTRY REGIMENT,
COMPANIES A,B,C,D,E,F,G,H, & I, INCORPORATED

ARTICLES OF INCORPORATION

The undersigned Ronald Lee Benedict, whose post office address is 234 E. Washington Street, Apt. 1, Hagerstown, Washington County, Maryland, 21740, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

The name of the Corporation is The Sixth Maryland Volunteer Infantry Regiment, Companies A,B,C,D,E,F,G,H, & I, INCORPORATED

Thepurpose for which this Corporation is formed is and shall be a not-for-profit, educational and historical re-enactment military unit, whose aim is to represent for the public the history of the War Between the States of 1861-1865, in as true and correct a form as possible, within the resources of the Corporation.

The post office address of the principal office of the Corporation in Maryland is 234 E. Washington Street, Apt. 1, Hagerstown, Washington County, 21740. The name and post office address of the resident agent of the Corporation are, Ronald Lee Benedict, 234 E. Washington Street, Apt. 1, Hagerstown, Washington County, 21740.

The Corporation shall not be authorized to issue Capital Stock.

The number of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the by-laws of the Corporation, and the names of the Directors, who shall act until the first meeting or until their successors are dulu chosen and qualified are:

Timothy Stevens, President, Leonard Ave. Rt. 3 Box 29, Hagerstown, Md.
Ronald Lee Benedict, Vice President, 234 E. Washington St. Apt. 1 Hagerstown, Md.
Lynn Benedict, Secretary, 234 E. Washington St. Apt. 1, Hagerstown, Md.
Shirley Stevens, Treasurer, Leonard Ave. Rt. # Box 29, Hagerstown, Md.

RECEIVED
'90 JUL 31 AM 9 02
STATE DEPT. OF ASSESSMENTS & TAXATION
1990 JUL 25 A 8 12

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

> The regulation of the internal affairs of this Corporation shall be by the Constitution attached hereto, with amendments and by-laws as shall be duly enacted in accord with the attached Constitution.

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 14th of June, 1990, and severally acknowledge the same to be my act.

Ronald Lee Benedict
RONALD LEE BENEDICT

342 MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
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50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
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53		Foreign Resolution
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76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
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85		Termination of Limited Partnership
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22		State Transfer Tax
23		Local Transfer Tax
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Ronald L. Benedict
234 E Washington St
Apt. 1
Hagerstown, Md 21740

TOTAL FEES 40

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMH

ARTICLES OF INCORPORATION
OF
THE SIXTH MARYLAND VOLUNTEER INFANTRY REGIMENT,
COMPANIES A,B,C,D,E,F,G,H, & I, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JULY 31, 1990 AT 9:02 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3059433

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.

MAILED OCT 25 1990

RETURN TO:
RONALD LEE BENEDICT
234 E. WASHINGTON STREET
APT. 1
HAGERSTOWN MD 21740

024C3040114

A 333468

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

VICTOR CUSHWA & SONS, INCORPORATED

ARTICLES OF AMENDMENT

(changing its name to Cushwa Brick, Inc.)

Victor Cushwa & Sons, Incorporated, a Maryland corporation, having its principal office in Washington County, Maryland (which is hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland ("SDAT") that:

FIRST: The Charter of the Corporation, filed with the State Tax Commission of Maryland, predecessor to the SDAT, on January 31, 1931 is hereby amended as follows:

Article SECOND of the Charter is hereby amended in its entirey to read as follows:

SECOND: The name of the Corporation is:

CUSHWA BRICK, INC.

SECOND: The foreoing amendment to the Charter has been advised by the entire Board of Directors and approved by the sole stockholder of the Corporation.

IN WITNESS WHEREOF, Victor Cushwa & Sons, Incorporated has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on July 26, 1990.

WITNESS:

VICTOR CUSHWA & SONS, INCORPORATED

Secretary

John A. Lattimer, III
President

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT
08/02/90 at 12:57 p.m.

RECEIVED
'90 AUG 2 PM 12 57
STATE DEPT. OF ASSESSMENTS & TAXATION

0236D:07/12/90
14551-4

THE UNDERSIGNED, President of Victor Cushwa & Sons, Incorporated, who executed on behalf of the Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

President

0236D:07/12/90
14551-4

346

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

71

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY ~~NA~~

D0226266 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
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50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
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54		For. Supplemental Cert.
53		Foreign Resolution
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NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ____
		Other ____

TOTAL FEES 20

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: SMY

Name Change (New Name) CUSHWA BRICK, INC.

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

Code 048

ATTENTION: Patty Morrison

MAIL TO ADDRESS: ____

NOTE:

ARTICLES OF AMENDMENT
OF
VICTOR CUSHWA & SONS, INCORPORATED
CHANGING ITS NAME TO:
CUSHWA BRICK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 2, 1990 AT 12:57 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	$

D0226266

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.

OCT 25 1990

RETURN TO:
PIPER & MARBURY
ATTN: PATTY MORRISON
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

030C3040148

A 334179

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

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

RESOLUTION

Be it resolved that at a special meeting of the Board of Directors of Swimming Pool Specialties, Inc., on July 20, 1990, the Board of Directors unanimously agreed to the following:

1. That the corporation's resident agent be changed to Kenneth W. Graber, 112 Bayer Drive, Smithsburg, MD 21783.

2. That the corporation's principal office location be changed to 860 Pennsylvania Avenue, Hagerstown, MD 21740.

3. That the corporation's mailing address be changed to that stated in number two above.

1990 JUL 30 A 9:38

Sandra K Graber
Sandra K. Graber
Secretary

Kenneth W. Graber
Kenneth W. Graber
Chairman

KENNETH W. GRABER, PRESIDENT
I HEREBY CERTIFY UNDER PENALTIES OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE INFORMATION AND BELIEF THE FOREGOING RESOLUTION IS TRUE IN ALL MATERIAL RESPECTS

1990 AUG -6 A 9:00

Kenneth W. Graber

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

349

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0533109 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31	6.00	1 Corp. Good Standing 73753
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL FEES $16.00 ~~$10.00~~

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Sussman
Prof. Specialties Inc
860 Pennsylvania Ave
Hagerstown, MD 21740

___1___ Check _____ Cash

NOTE:

___2___ Documents on ___1___ checks

APPROVED BY: ___ RMC

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
SWIMMING POOL SPECIALITIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 6, 1990 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D0533109

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.

MAILED 1990

RETURN TO:
SWIMMING POOL SPECIALTIES, INC.
860 PENNSYLVANIA AVE.
HAGERSTOWN MD 21740

028C3040109

A 333950

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

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENT AND TAXATION
APPROVED FOR PAYMENT
08/06/90 at 9:27 a

ARTICLES OF INCORPORATION
OF
GERRY NULL CO., INC.

THIS IS TO CERTIFY:

FIRST: That I, John H. Urner, the subscriber, as Incorporator, being at least Eighteen (18) 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, acknowledgment and filing of these Articles.

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

Gerry Null Co., Inc.

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

A. To act as a general home improvement contractor for the construction, remodeling and repairing of homes and buildings of all kinds and for the improvement of real estate and the doing of any and all other business and contracting, incidental and accessory 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.

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

02183843

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.

D. 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 207 South Potomac Street, Hagerstown, Maryland 21740. The resident agent of the Corporation is M. Lynn Williams, whose address is 207 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 1,000 shares of Common Stock.

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

Gerald W. Null
Mary Lynn Null
Kraig R. Null

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 Board of Directors may classify or reclassify any unissued stock from time to time by setting or changing

the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock; and

C. 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.

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.

NINTH: 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, 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.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I do hereby acknowledge these Articles of Incorporation to be my act, this 2nd day of August, 1990.

_____ (SEAL)

354

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

B DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: John H. Weiss

MAIL TO ADDRESS: Weiss, Bibb & Butler
207 E. Potomac Street
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMZ

ARTICLES OF INCORPORATION
OF
GERRY NULL CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 6, 1990 AT 9:27 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3062312

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.

RETURN TO:
JOHN H. URNER
URNER, NAIRN AND BARTON
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

027C3040620

A 333840

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

356 Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

RAINBOW CHILD CARE CENTER, INC.

ARTICLES OF AMENDMENT 8-8-90 9:04a

RAINBOW CHILD CARE CENTER, INC. a Maryland Corporation, having its principal offices at 539 W Howard Street Hagerstown Maryland 21740 (hereinafter referred to as the Corporation) hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the Department) that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended to indicate that the corporation is "A Close Corporation".

SECOND The Articles of Incorporation are further hereby amended by striking out in their entirety Articles FIRST SECOND THIRD FOURTH, FIFTH SIXTH, SEVENTH EIGHTH and NINTH of the Articles of Incorporation of said Corporation and by substituting in lieu thereof the following

1. Incorporator. The undersigned Dixie C. Newhouse, whose post office address is 82 W. Washington Street, P.O. Box 1417 Hagerstown, Maryland 21741 being at least eighteen (18) years of age, does hereby form a corporation under the general laws of the State of Maryland.

2. Name The name of the Corporation, hereinafter called the Corporation, is

Rainbow Child Care Center, Inc.

3. Close Corporation The corporation shall be a close corporation as authorized by the Corporations and Associations Article (Section 4-101 et. seq.) of the Maryland Code.

4. Purposes The 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.

5. Registered office and agent. The post office address of the principal office of the Corporation in Maryland is 539 W. Howard 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., 82 West Washington Street, Hagerstown, Maryland 21740 Said Resident Agent is a Maryland Corporation.

6 Capital stock The total number of shares of stock which the Corporation has authority to issue is 200 shares without par value all of one class.

7 Election to have No Board of Directors After completion of the organization meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one director, whose name is Beulah Wilk.

1990 AUG -8 AM 9:04

02208101

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

THIRD That the Board of Directors of the Corporation at a meeting duly convened and held on August 6 1990 duly adopted the amendment of the Articles of incorporation of the Corporation hereinabove set forth, by vote of a majority of the entire board of directors.

FOURTH That at the time of the adoption of the amendment of the Articles of Incorporation by vote of a majority of the entire Board of Directors as hereinabove set forth, there were no shares of stock outstanding and entitled to vote thereon.

IN WITNESS WHEREOF Rainbow Child Care Center, Inc. has caused this Amendment 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 6th day of August 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Rainbow Child Care Center, Inc and under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge information and belief.

ATTEST:

Robert O Wilk
SECERTARY

RAINBOW CHILD CARE CENTER, INC.

Beulah Wilk
BEULAH WILK, PRESIDENT

CORPORATE SEAL

358

MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09 BUSINESS CODE 03 COUNTY 21

D03055574 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: JS

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Dixie Newhouse
200
82 W. Wash. St
Hagerstown Md
21740-4804

NOTE: add close

ARTICLES OF AMENDMENT
OF
RAINBOW CHILD CARE CENTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 8, 1990 AT 9:04 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3055514

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.

RETURN TO: OCT 25 1990
DIXIE NEWHOUSE
#200
82 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4804

03103040217

A 334250

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

360 Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

'90 AUG 9 PM 2 25
RECEIVED
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
8/9/90 2:25 p

ARTICLES OF INCORPORATION

OF

MARSH RUN ASSOCIATES, INC.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Dominick J. Perini, whose post office address is 2424 Paradise Church Road, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, does, under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, submit these Articles with the intention of forming a corporation by the execution and filing thereof.

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

MARSH RUN ASSOCIATES, INC.

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

(a) To engage in the business of, and to enter into partnerships, joint ventures and other business associations with respect to, real estate development, building construction and property management.

(b) To purchase, develop, own, lease, or otherwise acquire, hold, sell, assign, transfer, mortgage, or in any manner encumber or dispose of interests in real property wherever situated.

(c) To purchase, lease, or otherwise acquire, all or any part of the property, rights, business, contracts, goodwill, franchise, and assets of every kind, of any corporation, co-partnership, or individual (including the estate of a decedent), carrying on or having carried on in whole or in part any of the aforesaid businesses or any other businesses that the Corporation may be authorized to carry on, and to undertake, guarantee, assume, and pay the indebtedness and liabilities thereof, and to pay for any such property, rights, business, contracts, goodwill, franchise, or assets by the issuance in accordance with the

laws of Maryland, of stock, bonds, or other securities of the Corporation or otherwise.

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

(e) In general to promote and carry on any other business for which corporations may be organized under the General Laws of the State of Maryland and to engage in and perform any act or activity which may lawfully be performed by a business corporation under the Laws of the State of Maryland.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the Charter of the Corporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The post office address of the principal office of the Corporation in Maryland is 2424 Paradise Church Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Dominick J.

Perini, 2424 Paradise Church Road, Hagerstown, Maryland 21740, said resident agent being a citizen of the State of Maryland and actually residing therein.

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

SIXTH: The number of Directors of the Corporation shall be as set forth in the By-Laws of the Corporation but shall never be less than the number required by the General Laws of the State of Maryland. The names of the directors of the Corporation who shall act until the first annual meeting of the stockholders of the Corporation or until their successors are duly chosen and shall qualify are:

Dominick J. Perini

R. Kathleen Perini

Peter E. Perini

John P. Perini

Paul A. Perini

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

(1) The Board of Directors shall have the power from time to time and in its sole discretion to determine, in accordance with sound accounting practice, what constitutes annual or other net profits, earnings, surplus or net assets in excess of capital, to fix and vary from time to time the

amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation, to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof, to distribute and pay distributions or dividends in stock, cash or other securities or property out of surplus or any other funds or amounts legally available therefore, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-laws, and, except as so provided, no stockholder shall have the right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

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

(3) The liability of the directors and officers of the Corporation for money damages shall be limited to the fullest extent permitted under the General Laws of the State of Maryland now or hereafter in force, including Section 2-405.2(A) of the Maryland General Corporation Law, or any successor provision of law of similar import. Any amendment, modification or repeal of the immediately preceding sentence by the stockholders of the Corporation shall be prospective in operation and effect only and shall not affect any right or protection of a director or officer

of the Corporation in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

(4) The Corporation shall indemnify its directors and officers to the full extent permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of related expenses, upon a determination by the Board of Directors or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards, and, upon authorization by the Board of Directors, may indemnify other employees or agents to the same extent.

(5) The Board of Directors of the Corporation shall have the power to authorize the issuance from time to time of shares of its stock, with or without par value, of any class, and securities convertible into shares of its stock, with or without par value of any class, for such consideration as said Board of Directors may deem advisable irrespective of the value or amount of such consideration.

(6) The Board of Directors shall have the power, subject to any limitations or restrictions imposed by law, to classify or reclassify any unissued shares of stock, whether now or hereafter authorized, by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of such shares.

(7) No holders of stock of the Corporation of whatever class shall have any preferential right of subscription to any shares of any class or to any securities convertible into shares of stock of the Corporation, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion may fix; and any shares of convertible securities which the Board of Directors may determine may be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

(8) The Corporation reserves the right from time to time to make any amendments to its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise.

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

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation and acknowledges the same to be his act, and further acknowledges, under the penalties of perjury, that, to the best of his knowledge, information and belief, the matters and facts contained herein are true in all material respects on this 8th day of August, 1990.

WITNESS:

Dominick J. Perini

366

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	12	1 Certified Copy 6P
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 102

___ Check ✓ Cash

___ Documents on ___ checks

APPROVED BY: SMH

Name Change (New Name) _____

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

Code 054

ATTENTION: Sharon Phillips

MAIL TO ADDRESS: _____

NOTE:

ARTICLES OF INCORPORATION
OF
MARSH RUN ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 9, 1990 AT 2:25 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3064151

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.

RETURN TO:
SEMMES, BOWEN & SEMMES
ATN:SHARON PHILLPS
250 WEST PRATT STREET
BALTIMORE MD 21201

030C3040049

A 334102

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

368

APPROVED FOR PAYMENT

08-10-90 at 8:45A

HEAD START HUMAN SERVICES, INC.

ARTICLES OF AMENDMENT

Head Start Human Services, Inc., a Maryland Corporation, having its principal office at 131 West North Street, Hagerstown, Maryland 21740, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in its entirety Article Second and by substituting in lieu thereof the following:

> "SECOND: The name of the Corporation (hereinafter referred to as the "Corporation") is Western Maryland Child Care Resource Center, Inc."

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 Associates Articles of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendments. This is a non-stock corporation and there are no voting members other than the directors.

IN WITNESS WHEREOF, Head Start Human Services, Inc., has caused these presents to be signed in its name and on behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 7th day of August, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Head Start Human Services, 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:

WESTERN MARYLAND CHILD CARE RESOURCE CENTER, INC.

Bliss T. Ratchford
Bliss Ratchford, Secretary

BY: Richard C. Snyder Jr.
Richard Snyder, President

berg & DiGirolamo
s at Law
t Washington Street
own, Maryland 21740

022282
1990 AUG 10 A 8:45

MA

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 09A BUSINESS CODE _____ COUNTY 71

D1105915 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: AMH

Name Change (New Name) Western Maryland Child Care Resource Center, Inc.

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

Code ____

ATTENTION: Thomas M. DiBiasiano ESQ.

MAIL TO ADDRESS: Schlossberg & DiBiasiano 134 W. Washington St. Hagerstown, Md. 21740

NOTE:

ARTICLES OF AMENDMENT
OF
HEAD START HUMAN SERVICES, INC.
CHANGING ITS NAME TO:
WESTERN MARYLAND CHILD CARE RESOURCE CENTER,
INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 10, 1990 AT 8:45 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	$

D1105915

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.

MAILED OCT 25 1990

RETURN TO:
SCHLOSSBERG & DIGIROLAMO
ATTN: THOMAS M. DIGIROLAMO
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

03403040581

A 334545

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

PARENTS WITHOUT PARTNERS, POTOMAC VALLEY CHAPTER 727, INC.

ARTICLES OF REVIVAL

Title 3, Subtitle 508-509-510 of

"CORPORATIONS AND ASSOCIATES ARTICLE" OF

THE ANNOTATED CODE OF MARYLAND

8-13-90 9:00a

Parents Without Partners, Potomac Valley Chapter 727, Inc., a Maryland Corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The Charter of the Corporation was forfeited on October 17, 1984, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

SECOND: The name of the Corporation at the time of the forfeiture of its charter was Parents Without Partners, Potomac Valley Chapter 727, Inc.

THIRD: The name by which the Corporation will hereafter be known is Parents Without Partners, Potomac Valley Chapter 727, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is 834 Dewey Avenue, , Hagerstown, Maryland 21740.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is Nancy Oller, 834 Dewey Avenue, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

(a) Paid all fees required by law;

(b) Filed an annual report 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 which, 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 the 9th day of August, 1990.

ATTEST:

PARENTS WITHOUT PARTNERS,
POTOMAC VALLEY CHAPTER 727, INC.

Carrielle D. Hall
Secretary

BY: Nancy L. Oller
President

3265 1949

STATE OF MARYLAND, County of Washington, ss:

I HEREBY CERTIFY, that on this 9th day of August, 1990, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared Nancy Oller, the last acting President and Harryette Hall, the last acting Secretary of Parents Without Partners, Potomac Valley Chapter 727, Inc., a Maryland Corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Notary Public

My Commission Expires:
6/1/92

3265 1949

374

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 18 BUSINESS CODE 04 COUNTY 71

D0680405 ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 30

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Day
120 W. Wash. St.
300
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: ps

3265 1950

THE ARTICLES OF REVIVAL
OF
PARENTS WITHOUT PARTNERS, POTOMAC VALLEY
CHAPTER NO. 727, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 13, 1990 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 10.00

D0680405

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.

RETURN TO:
MICHAEL DAY
120 W. WASHINGTON ST., #300
HAGERSTOWN MD 21740

039C3041735

A 336698

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3265 1946

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

EDDA & MARTIN, INC.
(FORMERLY D. M. D., INC.

ARTICLES OF REVIVAL

8/15/90 8:35a

EDDA & MARTIN, INC., a Maryland corporation having its principal office in Hagerstown, Washington County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

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

SECOND: The name of the Corporation at the time of the forfeiture of its Charter was D. M. D., INC.

THIRD: The name which the Corporation will use after the revival of its Charter pursuant to these Articles of Revival shall be EDDA & MARTIN, 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 923 Armstrong Avenue, Hagerstown, Maryland, 21740, and said principal office is located in Washington County, Maryland, the same county in which the principal office of the Corporation was located at the time of the forfeiture of its Charter.

FIFTH: The name and post office address of the resident agent of the Corporation in the State of Maryland are Martin D. Fleisher, 923 Armstrong Avenue, 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

02278050 3264 0573

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

IN WITNESS WHEREOF, the Corporation has caused these Articles of Revival to be signed and acknowledged in its name and on its behalf by its last acting President and its corporate seal to be hereunto affixed and attested by its last acting Secretary all as of this 7th day of August, 1990.

David K. Poole, Jr.
Last Acting Secretary

Martin D. Fleisher
Last Acting President

CERTIFICATE

THE UNDERSIGNED, the last acting President and Secretary of D. M. D., 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.

Martin D. Fleisher
Last Acting President

David K. Poole, Jr.
Last Acting Secretary

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Martin D. Fleisher, last acting President of D. M. D., 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.

Martin D. Fleisher

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 7th day of August, 1990, before me, a Notary Public in and for the State and County aforesaid, personally appeared Martin D. Fleisher 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.

Susan E. Becker
Notary Public

My Commission Expires:
10/1/91

3264 0575

STATE OF MARYLAND

State Department of Assessments and Taxation

MA

Gene L. Burner, Director

DOCUMENT CODE 15A BUSINESS CODE _____ COUNTY _____

D0681155 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	4	1 Certified Copy 3 pages
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 50

Name Change (New Name) Edda & Martin, Inc.

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Martin Fleisher
923 Armstrong Ave
Hagerstown, Md
21740

✓ Check ___ Cash

NOTE: Copy provided

___ Documents on ___ checks

APPROVED BY: JW

3264 0576

380

THE ARTICLES OF REVIVAL
OF
D. M. D., INC.
CHANGING ITS NAME TO:
EDDA & MARTIN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 15, 1990 AT 8:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D0681155

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.

MAILED OCT 25 1990

RETURN TO:
MARTIN FLEISHER
923 ARMSTRONG AVE.
HAGERSTOWN MD 21740

036C3040835

A 336060

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3264 0572
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT 08-15-90 at 8:39 A.m.

SIMPLY DESSERTS, INC.

ARTICLES OF INCORPORATION

FIRST: I, Susan D. Day, whose post office address is 2260 Canterbury Drive, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

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

SIMPLY DESSERTS, INC.

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

1. To own and carry on the business of preparation and distribution of desserts.

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 2260 Canterbury Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Susan D. Day, 2260 Canterbury Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be 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:

1990 AUG 15 P 8:39

00278085

3263 2733

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 successors are duly chosen and qualified is:

Susan D. Day

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

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

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one (1) or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing, shall in no way be

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

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 13th day of August, 1990, and I acknowledge the same to be my act.

WITNESS:

_____ Susan D. Day (SEAL)
Susan D. Day

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

MA

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: Michael G. Day, Esq.

MAIL TO ADDRESS: Day & Schneider
Ste. 300
120 W. Washington St.
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMH

3263 2737

ARTICLES OF INCORPORATION
OF
SIMPLY DESSERTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 15, 1990 AT 8:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3068012

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.

MAILED OCT 25 1990

RETURN TO:
DAY & SCHNIEDER
ATTN:MICHAEL G. DAY, ESQ.
120 W. WASHINGTON ST.STE. 300
HAGERSTOWN MD 21740

036C3040720

A 335967

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3263 2732

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

HOLSINGER'S FINE MEATS & DELI, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

8-17-90 8-35a

FIRST: I, Robert E. Holsinger, Sr., whose post office address is P. O. Box 215, Maugansville, Washington County, Maryland 21767, 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

Holsinger's Fine Meats & Deli, Inc.

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

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

(1) Sale of meats and delicatessen items.

(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 P. O. Box 215, Maugansville, Washington County, Maryland 21767. The name and post office address of the Resident Agent of the Corporation in Maryland is Robert E. Holsinger, Sr., P. O. Box 215, Maugansville, Washington County, Maryland 21767. Said Resident Agent is a citizen of Maryland and actually resides therein.

16 S. North Street

16 S. North Street

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).

3264 2724
02296058

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are Robert E. Holsinger, Sr. and Regine L. Holsinger.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15 day of August, 1990, and I acknowledge the same to be my act.

WITNESS:

Robert E. Holsinger, Sr.

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 (NA) BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

2 Documents on 1 checks

APPROVED BY: JR

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: William Wantz
123 W. Wash. St.
Hagerstown, Md
21740

NOTE:

3264 2326

ARTICLES OF INCORPORATION
OF
HOLSINGER'S FINE MEATS & DELI, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 17, 1990 AT 8:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3069572

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.

RETURN TO:
WILLIAM WANTZ
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

037C3041413

A 336174

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3264 2323
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

HOLSINGER'S MEAT MARKET, INC.

ARTICLES OF INCORPORATION 8:35a
including election to be a Close Corporation
8-17-90

FIRST: I, Robert E. Holsinger, Sr., whose post office address is P. O. Box 215, Maugansville, Washington County, Maryland 21767, 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

Holsinger's Meat Market, Inc.

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

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

(1) Sale of meats.

(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 P. O. Box 215, Maugansville, 16 S. North Street Washington County, Maryland 21767. The name and post office address of the Resident Agent of the Corporation in Maryland is Robert E. Holsinger, Sr., P. O. Box 215, Maugansville, 16 S. North Street Washington County, Maryland 21767. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of a par value of One 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).

3264 2328

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are Robert E. Holsinger, Sr. and Regine L. Holsinger.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15 day of August, 1990, and I acknowledge the same to be my act.

WITNESS:

Robert E. Holsinger, Sr.

STATE OF MARYLAND

State Department of Assessments and Taxation

MA

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: William Wantz
123 W. Wash St
Hagerstown Md
21740

TOTAL FEES 40

✓ Check _____ Cash

NOTE:

2 Documents on 1 checks

APPROVED BY: hs

3264 2770

ARTICLES OF INCORPORATION
OF
HOLSINGER'S MEAT MARKET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 17, 1990 AT 8:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3069580

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.

MAILED OCT 29 1990

RETURN TO:
WILLIAM WANTZ
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

037C3041414

A 336175

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 7264 2327
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for REcord September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

MID EAST BUILDERS, INC.

Informal Action of Board of Directors

July 2, 1990

The undersigned, constituting all of the Directors of MID EAST BUILDERS, 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 below set forth, and to evidence their wavier of any right to dissent from such actions, do hereby consent as follows:

RESOLVED: That the name and address of the resident agent is as follows:

Vernon L. Tetlow
473 North Potomac Street
Hagerstown, MD 21740

WITNESS the execution hereof the day and year first above written.

WITNESS:	BOARD OF DIRECTORS:
Sandra J. Brown	_____ (SEAL) Vernon L. Tetlow
Linda L. Deibert	Carroll L. Talbert (SEAL) Carroll L. Talbert
Linda L. Deibert	Sandra J. Brown (SEAL) Sandra J. Brown

I hereby certify that the aforegoing is a true and correct copy.

Sandra J. Brown
Sandra J. Brown, Secretary

02328373

1990 AUG 20 A 9:48

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR TAXATION

8-20-90 at 9:48 A.M.

3265 0008

WILLIAM DONALD SCHAEFER
Governor 396

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D1689280 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
First East Builders, Inc
473 North Potomac St
Hagerstown, Md 21740

TOTAL FEES $10.00

1 Check ____ Cash

NOTE:

1 Documents on 1 checks

3265 0009

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT
OF
MID EAST BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 20, 1990 AT 9:48 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D1689280

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.

RETURN TO:
MID EAST BUILDERS, INC.
473 NORTH POTOMAC ST.
HAGERSTOWN MD 21740

037C3041506

A 336256

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

3265 0007

Received for Record September 28, 1990 at 10:00 a.m.
398 Corporation Record Liber 43

TRI-STATE PONTIAC DEALERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

FIRST: I, LEE N. SACHS, whose post office address is 341 N. Calvert Street, Baltimore, Maryland 21202, 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 TRI-STATE Pontiac DEALERS ASSOCIATION, INC.

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

(1) To advertise the products and services of Pontiac dealers, who are members of the corporation.

(2) To foster and promote retail trade and commerce in connection with the products and services of the members, and to protect the same from unjust and unlawful exactions and impositions.

(3) To foster and promote the interests of those persons, firms and corporations engaged in the retailing of Pontiac vehicles in the tri-state areas.

(4) To conduct and operate means and places of disseminating information relative to the use of motor vehicles, and for such purposes to establish, conduct and manage advertising campaigns, exhibitions, displays, tests, trials and demonstrations.

(5) To promote the establishment and maintenance of a high standard of business ethics by members of the corporation and by all other automobile dealers and to discourage the use of false or misleading advertising or any other business practice which may be detrimental to the public and to the retail automobile industry.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
at
RECEIVED
'90 AUG 21 AM 8 10
STATE DEPT. OF ASSESSMENTS & TAXATION

(6) To carry on any other lawful business whatsoever in connection with the foregoing or which is calculated directly or indirectly to promote the interests of the Corporation; to have and exercise all the rights, powers, and privileges which are now or may hereafter be conferred by the laws of the State of Maryland upon corporations formed thereunder.

FOURTH: The post office address of the principal office of the Corporation in this State is 261 Frederick Street - Box 407, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in this State is Mr. Derek Hamilton, 261 Frederick Street - Box 407, Hagerstown, Maryland 21740. The resident agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit. The Board of Directors may choose the first members in accordance with the By-Laws. The Corporation is not authorized to issue any capital stock. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the ByLaws, which may prescribe different classes of members and prescribe the powers and duties of each class.

SIXTH: The number of directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3); and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are Derek Hamilton, Fred Tembrook, Bill Brake, John Snyder, and Ellen Parsons.

3265 1804

SEVENTH: 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.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, on this 17 day of August, 1990, and I acknowledge the same to be my act.

WITNESS:

Catherine M. Rondeau

LEE N. SACHS (SEAL)

C843/57767.01
cmr/6/26/90

3265 1805

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: SMH

Name Change (New Name) _____

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

Code 064

ATTENTION: Lee Sacks

MAIL TO ADDRESS: _____

NOTE:

3265 1906

402

ARTICLES OF INCORPORATION
OF
TRI-STATE PONTIAC DEALERS ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 21, 1990 AT 8:10 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3071339

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.

MAILED OCT 25 1990

RETURN TO:
WARTZMAN, OMANSKY, BLIBAUM,
SIMONS & MULY, P.A.-LEE SACHS
341 NORTH CALVERT STREET
BALTIMORE MD 21202

039C3041704

A 336672

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3265 1802
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

RECEIVED
'90 AUG 21 PM 2 54
STATE DEPT. OF
ASSESSMENTS & TAXATION

8-21-90 2:54p

ARTICLES OF TRANSFER

ARTICLES OF TRANSFER executed this 20th day of August, 1990, by and between The Thumma Motor Company, a Maryland corporation, (Seller) and Sharrett, Inc., a Maryland corporation, (Buyer) certify:

1. Seller agrees to sell and Buyer agrees to buy substantially all of the property and assets of Seller.

2. Seller and Buyer are corporations organized, incorporated, and existing under the general laws of the State of Maryland.

3. The principal place of business of Buyer is 1333 Dual Highway, Hagerstown, Washington County, Maryland 21740.

4. The principal offices of Buyer and Seller are located in Washington County, Maryland. Buyer and Seller own land in Washington County, Maryland, and in no other county in this state.

5. The terms and conditions of this transaction were advised, authorized, and approved by Seller in the manner and by the vote required by its charter and the laws of Maryland. The Board of Directors of Seller, by unanimous written formal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the transfer of substantially all of the assets of Seller as herein set forth is advisable and directing that these Articles of Transfer be submitted for action thereon by the Stockholders of Seller by unanimous written informal action, all in the manner and by vote required by the Maryland General Corporation Law and Seller's charter. A unanimous written informal action setting forth approval of these Articles of Transfer was signed by the sole stockholder of Seller, and such unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Seller, all in the manner and by vote required by the Maryland General Corporation Law and Seller's charter.

6. The terms and conditions of this transaction were advised, authorized, and approved by Buyer in the manner and by the vote required by its charter and the laws of Maryland. The Board of Directors of Buyer, by unanimous written formal action signed by all the members thereof filed with the minutes of the proceedings of the Board, duly adopted a resolution declaring that the transfer herein set forth is advisable and directing that these Articles of Transfer be submitted for action thereon by the Stockholders of Buyer by unanimous written informal action, all in the manner and by vote required by the Maryland General Corporation Law and Buyer's charter. A unanimous written informal action setting forth approval of these Articles of Transfer was signed by the stockholders of Buyer, and such

0320 0675

unanimous written informal action is filed with the minutes of the proceedings of the stockholders of Buyer, all in the manner and by vote required by the Maryland General Corporation Law and Buyer's charter.

7. The assets transferred hereunder consist of all of the assets of Seller's automobile dealership business, excluding real property and excluding certain personal property enumerated in Section 1.4 of the Asset Purchase Agreement dated May 31, 1990, by and between The Thumma Motor Company and Sharrett, Inc., as amended by a Memorandum of Agreement between said parties dated August 1, 1990. The assets purchased include Seller's inventory of automobile parts, products, and accessories, machinery, tools, equipment, furniture and fixtures, customer lists, computer system, computer software, service records and files, automobile manuals, Seller's interest in outside display signs, and inventory of used automobiles. The transfer does not include any interest in real property or any interest in a franchise. The consideration to be paid for the assets acquired by Buyer, consisting entirely of cash, is as follows:

Furniture, fixtures, equipment, etc.	$100,000.00
Inventory of parts, products, and accessories	$ 50,359.17
Inventory of used automobiles	$143,433.88
TOTAL	$293,793.05

8. Pursuant to Section 3-113 of the Maryland General Corporation Law, this transfer shall be effective as of August 22, 1990, at 9:00 a.m. EDT, or at the time the Department accepts these Articles, if later.

IN WITNESS WHEREOF, Buyer and Seller have executed these Articles.

WITNESS ATTEST: THE THUMMA MOTOR COMPANY

By: _____ (SEAL)
Alvin F. Thumma, III,
President

_____
Susan D. Thumma, Corporate Secretary

SHARRETT, INC.

By: _____ (SEAL)
Paul C. Perryman,
Vice President

_____
Shirley Soltis, Corporate Secretary

I, Alvin F. Thumma, III, acknowledge the execution of these Articles to be the act of The Thumma Motor Company, and declare, under the penalties of perjury, to the best of my knowledge, information, and belief, that the matters and facts set forth in these Articles of Transfer with respect to authorization and approval are true in all material respects.

_____
Alvin F. Thumma, III

I, Paul C. Perryman, acknowledge the execution of these Articles to be the act of Sharrett, Inc., and declare, under the penalties of perjury, to the best of my knowledge, information, and belief, that the matters and facts set forth in these Articles of Transfer with respect to authorization and approval are true in all material respects.

_____
Paul C. Perryman

406

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 012 BUSINESS CODE _____ COUNTY 71

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

~~Merging~~ (Transferor) D0209601 The Thumma Motor Company

~~Surviving~~ (Transferee) Sharrett, Inc. D0195537

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 50

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JD

~~Name Change~~ (New Name) _____

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

Code 113

ATTENTION: Tina Hall

MAIL TO ADDRESS: _____

NOTE:

3265 0679

ARTICLES OF TRANSFER
OF
THE THUMMA MOTOR COMPANY
(A MD CORP.) TRANSFEROR
AND
SHARRETT, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 21, 1990 AT 2:54 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	$

D0195537

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.

OCT 25 1990

RETURN TO:
CABLE, MC DANIEL, BOWIE & BOND
ATTN: TINA HAU
BLAUSTEIN BLDG., 12TH & 13TH FLS
ONE NORTH CHARLES ST.
BALTIMORE MD 21201 3793

038C3041638

A 336375

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3265 0674

ATS-060

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

RECEIVED
'90 AUG 21 PM 3 33
STATE DEPT. OF
ASSESSMENTS & TAXATION

STATE DEPARTMENT OF ASSESSMENT AND TAXATION
APPROVED FOR RECORD
08-21-90 at 3:33

ARTICLES OF INCORPORATION

TRULY CHARITABLE, INC.

A MARYLAND NON-PROFIT CORPORATION

THIS IS TO CERTIFY THAT:

FIRST: That I, the subscriber, Anjela J. Stonebraker, whose Post Office address is 44 1/2 East Franklin Street, 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 a corporation, by the execution, acknowledgment and filing of these Articles intend to form a Corporation.

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

TRULY CHARITABLE INC.

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

(a) To raise and supply funds to various charitable programs and facilities in the Washington County area of the State of Maryland.

(b) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interests of the Corporation, on a non-profit basis which shall be conducive to or expedient for the protection or benefit of the Corporation.

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

FOURTH: The post office of the principal office of the Corporation in this State is 2350 Virginia Avenue, Hagerstown, Maryland 21740. The Resident Agent of the Corporation is Anjela J. Stonebraker, whose post office address is 44 1/2 East Franklin Street, Hagerstown, Maryland 21740. Said Resident Agent is a citizen of the State of Maryland and actually resides therein.

2265 1759
02358057

FIFTH: The number of Directors of the Corporation shall be four, which may increase or decrease pursuant to the By-Laws of the Corporation, but shall never be less than two.

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

Anjela Joyce Stonebraker

Cathy Susan Swope

Kurtis Lee Smith

Renae Denise Fogle

SIXTH: The Corporation shall be a non-stock, non-profit Corporation. THE CORPORATION SHALL NOT BE AUTHORIZED TO ISSUE CAPITAL STOCK

SEVENTH: The Corporation reserves the right, from time to time, to make any amendment of its charter, now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in its charter.

EIGHTH: Except as otherwise provided in this Charter or by the By-Laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Officers, who shall have and may exercise all of the powers of the Corporation.

NINTH: Except as the By-Laws may otherwise provide, the Corporation shall indemnify any person against reasonable expenses to the extent that he has been successful in defense of any action, suit or proceeding to which he was made a party by reason of his serving or having served the Corporation, or any other entity at the request of the Corporation, in any capacity, while an officer of the Corporation. Except as the By-Laws may otherwise provide, no other indemnification shall be provided for any employer or agent of the Corporation, unless the Officers shall, in their discretion, subject to the By-Laws, so direct.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the smae to be my act on this 20th day of AUGUST, 1990.

Anjela J. Stonebraker
Anjela J. Stonebraker

Cathy S. Swope AJS
Cathy S. Swope

Renae D. Fogle AJS
Renae D. Fogle

Kurtis L. Smith AJS
Kurtis L. Smith

3265 1760

410

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE DWB 02 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	30	Organ. & Capitalization
61	30	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 70

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Angela Stonebraker
44½ E. Franklin St.
Hagerstown, Md. 21740

___ Check ✓ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JMT

3265 1761

ARTICLES OF INCORPORATION
OF
TRULY CHARITABLE INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 21, 1990 AT 3:33 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3071248

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.

RETURN TO:
ANJELA J. STONEBRAKER
441/2 EAST FRANKLIN STREET
HAGERSTOWN MD 21740

039C3041695

A 336663

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3265 1758
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

8-24-90 8:53 AM

ARTICLES OF INCORPORATION

OF

MARYLAND AUTO TRANSPORT, INC.

A Close Corporation

FIRST

The undersigned, Robert M. Cohen, Susan G. Torin and Dean A. Dixon, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND

The name of the Corporation (which is hereinafter called the "Corporation"), is MARYLAND AUTO TRANSPORT, INC.

THIRD

The Corporation elects to be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotate Code of Maryland, as amended.

1990 AUG 24 A 53

FOURTH

The period of its duration is perpetual.

FIFTH

The purposes for which this Corporation is formed are:

(a) To engage in the business of vehicle towing.

(b) The explanation of purposes, subjects and businesses for the Corporation are 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, subject or business in any manner to limit or restrict the generality of any other purposes, subject or business mentioned, or to limit or restrict the powers of the Corporation. This Corporation is formed upon the articles, conditions and provisions expressed, and is subject in all particulars to the limitations relative to corporations which

H H. MULLEN, CHTD.
COUNSELLOR AT LAW
OLD MARLBORO PIKE
BOROUGH PROF. PARK
MARLBORO, MD 20772
(301) 627-8000

3266 0896
02368000

are contained in CA Title 4, Subtitle 1, of the General Corporation Laws of the State of Maryland.

SIXTH

The post office address of the principal office of the Corporation in Maryland is 401 Garlinger Avenue, Hagerstown, Washington County, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland is Robert M. Cohen, 1539 Blue Meadow Road, Potomac, Montgomery County, Maryland 20854. Said resident agent is a citizen of Maryland and actually resides therein.

SEVENTH

The total number of shares of stock which the Corporation has authority to issue is One Thousand (1,000) shares with no par value.

EIGHTH

The Corporation, commencing with its organization meeting, elects to have no Board of Directors. Until such election, the following individuals will act as directors:

Robert M. Cohen
Susan G. Torin
Dean A. Dixon

NINTH

The Corporation shall provide any indemnification required or permitted by the laws of the State 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

3266 0997

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

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was such a director or officer, or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue, or matters 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

3266 0999

court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense which such court shall deem proper.

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

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

(a) By the officers of the Corporation by a majority vote of a quorum consisting of officers who were not parties to such action, suit or proceeding, or

(b) If such quorum is not obtainable, or, even if obtainable, if such a quorum of disinterested officers 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

3266 0899

Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the officers of the Corporation 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 NINTH.

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

(7) Any indemnification pursuant to this Article NINTH shall 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, we have signed these Articles of Incorporation this 9th day of August, 1990, and we acknowledge the same to be our act.

Mary A Cohen
Witness

Robert M Cohen
ROBERT M. COHEN, Incorporator

Mary A Cohen
Witness

Susan G Torin
SUSAN G. TORIN, Incorporator

Mary A Cohen
Witness

Dean A Dixon
DEAN A. DIXON, Incorporator

3266 0900

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 802 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change (New Name) _____

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

Code _____

ATTENTION: Judith H. Mullen

MAIL TO ADDRESS: 14342 Old Marlboro Pike
Marlborough Professional Park
Upper Marlboro, Md
20772

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: [illegible]

3266 0901

ARTICLES OF INCORPORATION
OF
MARYLAND AUTO TRANSPORT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 24, 1990 AT 8:53 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3073095

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.

MAILED OCT 20 1990

RETURN TO:
JUDITH H. MULLEN
MARLBOROUGH PROFESSIONAL PARK
14342 OLD MARLBORO PIKE
UPPER MARLBORO MD 20772

042C3041987

A 336838

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3266 0895

Received for REcord September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

RESOLUTION

From a Special Meeting of the Stockholders
and Directors of Busy Bee, Inc.

A Special Meeting of the Stockholders and Directors of the above-named Corporation was held at the offices of the Corporation at 18411 Manor Church Road, Boonsboro, Maryland 21713 at 10:00 a.m. on the 13th day of July 1990, with the following Directors and Stockholders present:

Linda J. McElroy
Benedict R. McElroy

The following Resolutions were passed:

RESOLVED: That a change of the address of the principal office of the Corporation shall be filed with the State Department of Assessments and Taxation as follows: That the address of the principal office of the Corporation shall be 18411 Manor Church Road, Boonsboro, Maryland 21713.

RESOLVED: That a change of the Officers and Directors of the Corporation shall be filed with the State Department of Assessments and Taxation as follows: That the following persons shall be the Officers and Directors of the Corporation:

Linda J. McElroy, President
Benedict R. McElroy, Vice President
Benedict R. McElroy, Secretary
Linda J. McElroy, Treasurer

Linda J. McElroy, Director
Benedict R. McElroy, Director

RESOLVED: That a change of the name and address of the Resident Agent of the Corporation shall be filed with the State Department of Assessments and Taxation as follows: That the Resident Agent shall be Linda J. McElroy, whose address is 18411 Manor Church Road, Boonsboro, Maryland 21713.

THIS WILL CERTIFY that the aforegoing is a true copy of the RESOLUTIONS of the above-named Corporation duly adopted at a Special Meeting duly called and held as above stated.

Benedict R. McElroy, Secretary

1990 AUG 24 A 8:33

0773

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
ACCEPTED FOR RECORD
8-24-90 at 8:33 A.M.

WILLIAM DONALD SCHAEFER
Governor 420

LOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation

CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D0395814 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES $10.00

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Meyers
Forest Grove, P.A.
P.O. Box 1267
Hagerstown MD 21741-1267

1 Check ___ Cash

NOTE:

3266 0774

1 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
BUSY BEE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 24, 1990 AT 8:33 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D0395814

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.

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
P.O. BOX 1267
HAGERSTOWN MD 21741 1267

042C3042096

A 336923

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3266 0772
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for REcord September 28, 1990 at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENT AND TAXATION
APPROVED FOR RECORD

McFALLS ENTERPRISES, INC.
(A Close Corporation)

8-28-90 209

ARTICLES OF INCORPORATION

RECEIVED
'90 AUG 28 PM 2 04
STATE DEPT. OF ASSESSMENT & TAXATION

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 hereafter referred to as the "Corporation") is McFalls Enterprises, Inc.

THIRD: The purposes for which the Corporation is formed are 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 209 West Side Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Gene Pliney McFalls, II. 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.

3266 2071

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

SEVENTH: The Corporation shall be a close Corporation as authorized by Title IV 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 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 an affirmative unanimous vote, at a duly constituted meeting of all 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 circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 27th day of August and I acknowledge the same to be my act.

Scott L. Schubel
Incorporator

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

I HEREBY CERTIFY, That on this 27th day of August, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Scott L. Schubel, and acknowledged the foregoing Articles of Incorporation to be his act and deed.

WITNESS my hand and Official Notarial Seal.

Janet A. Smith
Notary Public

My Commission Expires:
11-01-94

3266 3073

425

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 mA BUSINESS CODE 03 COUNTY 11

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	50	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 99

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Scott Schubel
138 W. Wash St
Hagerstown Md
21740-4769

✓ Check ___ Cash

NOTE:

1 Documents on 3 checks

APPROVED BY: JW

COPY MADE CERTIFIED

3266 2074

426

ARTICLES OF INCORPORATION
OF
MCFALLS ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 28, 1990 AT 2:04 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3074549

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.

RETURN TO:
SCOTT SCHUBEL
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740 4769

043C3042162

A 336990

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3266 2070
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

8/24/90 8:58

ARTICLES OF INCORPORATION

REHOBOTH ASSEMBLY OF GOD OF MAUGANSVILLE, INC.

9

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

SECOND: The name of the Religious Corporation and the church is ~~the~~ REHOBOTH ASSEMBLY OF GOD OF MAUGANSVILLE, INC.

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

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

(a) Establishing and maintaining a place for the worship of Almightly God, our Heavenly Father; to provide for Christian fellowship for those of like precious faith, where the Holy Ghost may be honored according to destictive testimony; to assume the share of responsibility and the privilege of propagating the gospel of Jesus Christ by all available means, both at home and in foreign lands; and to recognize the Religious Corporation as a local Assembly in fellowship with and a part of the Potomac District Council of the Assemblies of God.

(b) 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 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, 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.

(c) 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.

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

(e) This Religious Corporation shall voluntarily enter into full co-operative fellowship with the Assemblies of like precious faith associated in the Potomac District Council of the Assemblies of God, with headquarters at Fairfax, Virginia, and shall share in the privileges and assume the responsibilities enjoined by that affiliation.

(2) The time and manner for election and succession of Trustees is as follows: The Trustees shall be elected and their successors continued at 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,

RECEIVED 8 58 PM

or as may be set forth in the By-Laws of the Religious Corporation, have a voice in the management and direction of the congregational or temporal affairs of the Religious Corporation. A majority of all the votes cast by adult Members at an annual meeting of the Members (as hereinafter defined) at which a quorum is present shall be sufficient to elect a Trustee.

(3) (a) A person shall be a Member of the Religious Corporation and, as such, shall be entitled to vote at meetings of Members of the Religious Corporation and shall be qualified to be elected as a Trustee an 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 qualifies as a Member in accordance with the By-Laws of the Religious Corporation.

(b) A Member, once qualified as hereinabove provided, shall remain such as long as all rules and regulations of the Religious Corporation, as determined by the Trustess, are substantially complied with by such Member.

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 Member by a majority vote of the entire Board of Trustees.

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

FIFTH: The address of the principal place of worship of the Religious Corporation is the intersection of North Street and Stouffer Avenue, Maugansville, Maryland 21767. The name and address of the resident agent of the Religious Corporation are James D. Johnson, Jr., 138 West Washington Street, Hagerstown, Maryland 21740. 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

3268 2701

to the By-Laws of the Religious Corporation but shall never be less than four (4). The names and addresses of those persons serving as initial Trustees are:

Leonard DeFrank, Jr.
14838 Sherwood Drive
Greencastle, Pennsylvania 17225

Howard Kozain
11544 Bemisderfer Road
Greencastle, Pennsylvania 17225

James Haskiell
Route 1, Box 6
Falling Waters, West Viriginia 25419

Howard V. Spruill
P.O. Box 1045
Fairfax, Virginia 22030

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

EIGHTH: Upon the dissolution of the Religious Corporation, the Trustees shall, after paying or making provision for the payment of all of the liabilities of the Religious Corporation, dispose of all of the assets of the Religious Corporation exclusively for the purposes of the Religious Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education 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 provisions of any future United States Internal Revenue Law), as the Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County where the principal place of worship of the Religious Corporation is located exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such religious, charitable or educational purposes.

3269 2702

NINTH: The Religious Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Religious Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 11th day of July, 1990, and we acknowledge the same to be our acts.

WITNESS:

Barbara E. Ours — Leonard DeFrank, Jr.

Florence E. Hughes — Howard Kozain

James W. Wolf — James Haskiell

Barbara E. Ours — Howard V. Spruill

3268 2703

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 MN BUSINESS CODE 16 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: CM

Name Change (New Name) _____

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

Code _____

ATTENTION: James D. Johnson, Jr.

MAIL TO ADDRESS: Strite & Schildt, Esq
138 W. Washington St.
Hagerstown, Md. 21740

NOTE: change per attorney

3262 2704

ARTICLES OF INCORPORATION
OF
REHOBOTH ASSEMBLY OF GOD OF MAUGANSVILLE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 24, 1990 AT 8:58 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3079985

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.

Mailed NOV 15 1990

RETURN TO:
STRITE & SCHILDT, ESQ.
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

050C3040548

A 339113

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3268 2699

434 Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
1990 AUG 27 A 9:11
APPROVED

8-27-90 9:11a

ARTICLES OF AMENDMENT

Richard W. Douglas, P.A., a Maryland corporation, having its principal office at 21 Summit Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

The Articles of Incorporation are hereby amended to change the name of the Corporation from:

RICHARD W. DOUGLAS, P.A.

to

DOUGLAS AND POOLE, P.A.

IN WITNESS WHEREOF, Richard W. Douglas, P.A. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 7th day of August, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Richard W. Douglas, P.A. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Catherine A. Drummond
Catherine A. Drummond
Secretary

RICHARD W. DOUGLAS, P.A.

By: [redacted]
Richard W. Douglas
President

SEAL
MARYLAND

1267 0192

RICHARD W. DOUGLAS, P.A.

INFORMAL ACTION OF THE BOARD OF DIRECTORS

AUGUST 6, 1990

The undersigned, constituting all of the Directors of Richard W. Douglas, P.A., a Maryland Corporation (hereinafter referred to as "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 dissent from such actions, do hereby consent as follows:

RESOLVED: That the Amendment to the Articles of Incorporation of the Corporation as set forth in the form of Articles of Amendment, attached hereto and incorporated herein by reference, be and the same is hereby advised.

RESOLVED: That the Articles of Amendment have been approved by all the stockholders entitled to vote thereon.

RESOLVED: That the proper officers of the corporation be and they are hereby authorized to direct and on behalf of the Corporation execute, acknowledge, seal and file with the State Department of Assessments and Taxation of Maryland, such articles of amendment following the approval thereof of the stockholders of the corporation, and to take any and all of their actions and execute, acknowledge, seal and file any and all instruments and documents as be necessary and proper in connection therewith. This informal action of directors

3267 0193

may be executed by counterparts.

WITNESS: The execution hereof the day and year first above written.

BOARD OF DIRECTORS:

Richard W. Douglas

Lisa Shank Poole

Catherine A. Drummond

ARTICLES OF AMENDMENT

Richard W. Douglas, P.A., a Maryland corporation, having its principal office at 21 Summit Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to as the "Department") that:

The Articles of Incorporation are hereby amended to change the name of the Corporation from:

RICHARD W. DOUGLAS, P.A.

to

DOUGLAS AND POOLE, P.A.

IN WITNESS WHEREOF, Richard W. Douglas, P.A. has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 7th day of Aug, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Richard W. Douglas, P.A. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Catherine A. Drummond
Secretary

RICHARD W. DOUGLAS, P.A.

By: _____
Richard W. Douglas
President

3267 0195

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 9A mA BUSINESS CODE 06 COUNTY 71

D 2360345 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20

Name Change (New Name) Douglas and Poole, P.A.

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

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Douglas and Poole, P.A.
21 Summit Ave
Hagerstown Md 21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JRO

3267 0196

ARTICLES OF AMENDMENT
OF
RICHARD W. DOUGLAS, P.A.
CHANGING ITS NAME TO:
DOUGLAS AND POOLE, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 27, 1990 AT 9:11 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2360345

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.

RETURN TO:
DOUGLAS AND POOLE, P.A.
21 SUMMIT AVE.
HAGERSTOWN MD 21740

044C3042273

A 337077

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

3267 0191

Received for REcord October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
8-28-90 at 8:46 A.M.

DICAR OF HAGERSTOWN, INC.

(A Close Corporation Under Title 4 of Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Gary Axelrod, of 16 McLane Drive, Dix Hills, NY 11746, and Robert Gordon, of 11 Branwood Drive, Dix Hills, NY 11746, each being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is DICAR OF HAGERSTOWN, INC.

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

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

a) To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right of interest therein.

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

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 120 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent

1990 AUG 28 A 8:46
3267 0396
02408160

of the Corporation in Maryland are Robert B. Stone, 120 North Potomac Street, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

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

7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director whose name is Gary Axelrod.

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

(1) President - Gary Axelrod

(2) Vice President-Secretary-Treasurer - Robert Gordon

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

10. Capital. The authorized capitalization of the Corporation shall be One hundred thousand ($100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 15th day of August, A.D., 1990.

WITNESS:

Veronica Hagley

Veronica Hagley

Gary Axelrod (SEAL)

Robert Gordon (SEAL)

3267 0397

STATE OF NEW YORK, SUFFOLK COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 15 day of August, A.D., 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Gary Axelrod, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Victoria Skabowski

Notary Public

My Commission Expires:

VICTORIA SKABOWSKI
NOTARY PUBLIC, State of New York
No. 4675126, Suffolk County
Commission Expires April 30, 1992

STATE OF NEW YORK, SUFFOLKCOUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 15 day of August, A.D., 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Robert Gordon, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Victoria Skabowski

Notary Public

My Commission Expires:

VICTORIA SKABOWSKI
NOTARY PUBLIC, State of New York
No. 4675126, Suffolk County
Commission Expires April 30, 1992

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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20	20	Organ. & Capitalization
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63		Rec. Fee (Merger or Consolidation)
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54		For. Supplemental Cert.
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70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: fam

Name Change (New Name) _____

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

Code _____

ATTENTION: Robert B. Stone

MAIL TO ADDRESS: Miller & Stone
120 N. Potomac St.
Hagerstown, Md
21740

NOTE:

3267 0799

ARTICLES OF INCORPORATION
OF
DICAR OF HAGERSTOWN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 28, 1990 AT 8:46 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3075256

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.

MAILED NOV 15 1990

RETURN TO:
MILLER & STONE
ATTN:ROBERT B. STONE
120 NORTH POTOMAC STREET
HAGERSTOWN MD 21740

045C3042306

A 338533

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

3267 0395

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENT AND TAXATION
APPROVED FOR RECORD
8-28-90 8:46 AM

EMMY OF HAGERSTOWN, INC.

(A Close Corporation Under Title 4 of Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Edward Flax, of 27 The Mews, Syosset, NY 11791, and Gary Axelrod of 16 McLane Drive, Dix Hills, NY 11746, each being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is EMMY OF HAGERSTOWN, INC.

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

1990 AUG 28 AM 8:46

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

a) To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right of interest therein.

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

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 120 North Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent

3267 0405
02403160

of the Corporation in Maryland are Robert B. Stone, 120 North Potomac Street, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

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

7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director whose name is Edward Flax.

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

(1) President - Edward Flax

(2) Vice President-Secretary-Treasurer - Gary Axelrod

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

10. Capital. The authorized capitalization of the Corporation shall be One hundred thousand ($100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 15th day of August, A.D., 1990.

WITNESS:

Robert Gordon

Robert Gordon

Edward Flax (SEAL)

Gary Axelrod (SEAL)

STATE OF NEW YORK, SUFFOLK COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 15 day of August, A.D., 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Edward Flax, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Victoria Skabowski
Notary Public

My Commission Expires:

VICTORIA SKABOWSKI
NOTARY PUBLIC, State of New York
No. 4675126, Suffolk County
Commission Expires April 30, 19[illegible]

STATE OF NEW YORK, SUFFOLK COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 15 day of August, A.D., 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Gary Axelrod, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Victoria Skabowski
Notary Public

My Commission Expires:

VICTORIA SKABOWSKI
NOTARY PUBLIC, State of New York
No. 4675126, Suffolk County
Commission Expires April 30, 19[illegible]

448

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

Name Change (New Name) _____

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

Code _____

ATTENTION: Robert B. Stone

MAIL TO ADDRESS: Miller & Stone
120 N. Potomac St.
Hagerstown, Md
21740

NOTE:

3267 0409

ARTICLES OF INCORPORATION
OF
EMMY OF HAGERSTOWN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 28, 1990 AT 8:46 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3075272

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.

RETURN TO:
MILLER & STONE
ATTN:ROBERT B. STONE
120 NORTH POTOMAC STREET
HAGERSTOWN MD 21740

045C3042308

A 338535

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3267 0404
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
08-29-90 at 8:34A.

ARTICLES OF INCORPORATION

OF

ARVELLA TRANSPORT CO., INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, Arthur F. Gorman, whose post office address is 40 Leonard Avenue, Hagerstown, Maryland 21740; and Howard C. Stokes, whose post office address is Rout 11, Box 633, Falling Waters, West Virginia 25419, each being at least eighteen years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Arvella Transport Co., Inc.

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

The leasing and operation of tractor-trailers.

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,

1990 AUG 29 A 8:34

02418370

3267 1704

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.

The aforegoing enumeration of the purpose, 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 19 Lakeside Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Barbara J. Stokes, 19 Lakeside Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 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 not 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 qualified are: Arthur F. Gorman, Howard C. Stokes and Barbara J. Stokes.

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 classed, 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 20th day of August, 1990.

Constance L Hawkins

Arthur F. Gorman

Constance L Hawkins

Howard C. Stokes

Howard C. Stokes

NOTARY PUBLIC

3267 1706

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

I HEREBY CERTIFY, That on this 30th day of August 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Arthur F. Gorman and Howard C. Stokes, and Barbara J. Stokes, 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.

Constance L Hardesty
Notary Public

My Commission Expires:
August 1994

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Howard C Stokes
11 Lakeside Dr
Hagerstown Md. 21740

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: BMF

3867 1709

ARTICLES OF INCORPORATION
OF
ARVELLA TRANSPORT CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 29, 1990 AT 8:34 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3076122

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.

MAILED NOV 15 1990

RETURN TO:
HAROLD C. STOKES
19 LAKESIDE DRIVE
HAGERSTOWN MD 21740

046C3040019

A 338640

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3267 1703

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
08-29-90 9:02 A.M.

ARTICLES OF INCORPORATION

Holiday Salon, 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 Holiday Salon, Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of a tanning salon and beauty salon 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 1040 Crestwood Drive, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation is Kenneth L. Wolford, 1040 Crestwood Drive, Hagerstown, Maryland 21740.

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

RECEIVED
90 OCT 29 AM 9 02
STATE DEPT. OF
ASSESSMENTS & TAXATION

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), so long as there is no capital stock of the Corporation outstanding. Upon the issuance of capital stock, the number of directors of the Corporation shall be three (3) or shall equal the number of shareholders of the Corporation, whichever is less. The number of directors of the Corporation may be increased or decreased by 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 Connie J. Wolford and Kenneth L. Wolford.

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 28th day of August, 1990.

WITNESS:

Karen M. Krogt

William McC. Schildt

458

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

MA

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check _____ Cash

___ Documents on _____ checks

APPROVED BY: JmT

Name Change (New Name) _____

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

Code _____

ATTENTION: Wm. McC. Schildt, Esq.

MAIL TO ADDRESS: Strite and Schildt
138 W. Washington St.
Hagerstown, Md. 21740

NOTE:

3268 2302

ARTICLES OF INCORPORATION
OF
HOLIDAY SALON, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AUGUST 29, 1990 AT 9:02 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3079365

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.

RETURN TO:
STRITE & SCHILDT
ATTN: WM. MC. SCHILDT, ESQ.
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

049C3040485

A 339030

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

3262 2300

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CONOCOCHEAGUE SPORTSMEN'S CLUB

A MARYLAND CORPORATION

On this 9th of August 1990 the Board of Directors

R E S O L V E D, That, for the more convenient transaction of its business the location of the principal office of this Corporation within the State is hereby changed from 122 West Washington Street in the County of Washington to 17150 Canal Road in the County of Washington;

That the name of the agent therein and in charge thereof, upon whom process against this Corporation may be served, is :

CHARLES CANFIELD

Charles Canfield, President ;

and that the officers of this Corporation are hereby authorized and directed to file a copy of this resolution, signed by the President and the Secretary of the Corporation, and sealed with the Corporation seal, in the office of the Secretary of State.

Attest: Robert L. Walton
Secretary to the Board

Victor T. Wilson
For the Board of Directors -Chairman

Officers: Charles Canfield
President

Robert L. Walton (SEAL)
Secretary

02488032

9/5/90 906a

1990 AUG 27 A 9:19

3268 1089

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

MONOCOCHEAGUE SPORTSMENS CLUB
BOX 16
HAGERSTOWN, MARYLAND 21740

Principal Office -
17150 Canal Road
Sharpsburg, MD 21752

Resident Agent -
Charles Canfield
16906 Shepherdstown Pike
Sharpsburg, MD 21752

3268 1090

462

STATE OF MARYLAND
WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 26 BUSINESS CODE _____ COUNTY 71

D0225359 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70	10	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ____
		Other ____

TOTAL FEES 10

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Conococheague Sportsmen's Club Inc
Box 13
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JW

3269 1091

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
CONOCOCHEAGUE SPORTSMEN'S CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 5, 1990 AT 9:06 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D0225359

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.

MAILED NOV 15 1990

RETURN TO:
CONOCOCHEAGUE SPORTSMEN'S CLUB
INC.
P.O. BOX 13
HAGERSTOWN MD 21740

048C3040362

A 338928

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3268 1088

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

9-5-90 9:14a

DOUGLAS CHEVROLET, INC.

ARTICLES OF AMENDMENT

Douglas Chevrolet, Inc., a Maryland corporation, having its principal office at 109 West Main Street, Hancock, Maryland 21750 (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking in its entirety Article SECOND and by substituting in lieu thereof the following: "SECOND: The name of the corporation is Douglas Motors, Inc. (hereinafter referred to as the 'Corporation')."

SECOND: The above-stated amendment of the Articles of Incorporation was advised by the Board of Directors and approved by the stockholders of the Corporation.

IN WITNESS WHEREOF, Douglas Chevrolet, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 4th day of September, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Douglas Chevrolet, 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

1990 SEP -5 A 9:14

02488190

3269 0991

material respects to the best of his knowledge, information, and belief.

ATTEST:

DOUGLAS CHEVROLET, INC.

Ruth E. Yost
Secretary

By: [illegible]
President

(SEAL)

466

STATE OF MARYLAND
WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 9188 BUSINESS CODE _____ COUNTY 71

D 1264811 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20

Name Change (New Name) Douglas Motors, Inc.

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

Code ____

ATTENTION: ____

MAIL TO ADDRESS: William Schildt
138 W. Washington St
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: JW

7269 0983

ARTICLES OF AMENDMENT
OF
DOUGLAS CHEVROLET, INC.
CHANGING ITS NAME TO:
DOUGLAS MOTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 5, 1990 AT 9:14 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D1264811

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.

RETURN TO:
WILLIAM SCHILDT
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

051C3040717

A 339266

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3269 0980

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

ARTICLES OF INCORPORATION

RECEIVED FOR PAYMENT

OF 09-07-90 at 3:31 P.M.

HERESO, INC.

THIS IS TO CERTIFY:

FIRST: That, I, the subscriber, Ralph G. Henderson, whose address is 49 East Avenue, Hagerstown, Maryland, 21740, Dennis E. Reeder, whose address is 19526 Lappans Road, Boonsboro, Maryland 21713, and Doyle R. Sowers, whose address is Route 11, Box 123 (Cool Hollow Road), Hagerstown, Maryland, 21740, being of legal 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: "HERESO, INC."

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

(a) To take, buy, exchange, lease, or otherwise acquire real property and any interest or right therein, and to hold, own, operate, control, maintain, manage, and develop such property and interests in any manner that may be necessary, useful, or advantageous for the purposes of this corporation.

(b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise,

RECEIVED
'90 SEP 7 PM 3 31
STATE DEPT OF ASSESSMENT & TAXATION

YDER & POOLE, P.A. ATTORNEYS AT LAW
RSTOWN, MARYLAND
DERICK, MARYLAND

02538097
3269

operate, manage, conduct perform, make, borrow, guarantee, contract in respect of, trade and deal in, sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to money, credits, choses in action, securities, stocks, bonds, warrants, script, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every other kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidies, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any

interest in or part of any of the foregoing, and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this Corporation is empowered to do, and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the aforegoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this Corporation, and to do all things specified in Section 2-103 of Corporations and Associations Article of the Annotated Code of Maryland, and to have and to exercise all powers conferred by the laws of the State of Maryland on corporation formed under the laws pursuant to which and under which t his Corporation is formed, as such laws are now in

effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this Corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in nowise limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

FOURTH: The post office address of the place at which the principal office of the Corporation in this State will be located at is Route 11, Box 123 (Cool Hollow Road), Hagerstown, Maryland, 21740. Doyle R. Sowers, said Resident Agent, is a citizen of the State of Maryland and actually resides therein.

FIFTH: The Corporation shall have a minimum of three (3) directors and Ralph G. Henderson, Dennis E. Reeder and Doyle R. Sowers, shall act as such until the first annual meeting or until their successors are duly chosen and qualified.

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is Three Thousand (3,000) shares of Common Stock, without par value.

SEVENTH: The Corporation shall have three (3) shareholders, namely Ralph G. Henderson, Dennis E. Reeder and Doyle R. Sowers.

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

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We do hereby acknowledge these Articles of Incorporation to be our act this 28 day of August, 1990.

WITNESS:

Ralph G. Henderson (SEAL)
Ralph G. Henderson

Dennis E. Reeder (SEAL)
Dennis E. Reeder

Doyle R. Sowers (SEAL)
Doyle R. Sowers

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, That on this 28th day of August, 1990, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared RALPH G. HENDERSON, DENNIS E. REEDER, and DOYLE R. SOWERS, 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.

Monica L. Newbraugh
Notary Public

My Commission Expires:

3269 0335

474

STATE OF MARYLAND

State Department of Assessments and Taxation

MA

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 42

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

Name Change (New Name) _____

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

Code 162

ATTENTION: Sybil C. Vaughn

MAIL TO ADDRESS: _____

NOTE: RAA - Art 1st

3269 0336

ARTICLES OF INCORPORATION
OF
HERESO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 7, 1990 AT 3:31 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 22.00	$ 20.00	$

D3080348

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.

MAILED NOV 15 1990

RETURN TO:
HYLIND INFO QUEST
ATTN:SYVIL C. VAUGHN
307 DOLPHIN ST.
BALTIMORE MD 21217

051C3040584

A 339147

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3269 0329

Received for Record: 10/22/90
at 11:00 a.m.
Corporation Record Liber 43
176

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
9-12-90 at 9:40 a.m.

ARTICLES OF INCORPORATION
VETERAN USA POST #1 OF
HAGERSTOWN, MARYLAND, INCORPORATED

THE UNDERSIGNED

Robert H. Brady Sr.
202 N. High St P.O.B. 283
Funkstown, Maryland 21734

Thomas S. White
300 S. Mulberry St.
Hagerstown, Maryland 21740

Merv Myers
3404 Chestnut Grove Road
Keedyvilles, Maryland 21756

James Renner
Poplar St. P.O.B. 575
Funkstown, Maryland 21734

Robert Myers
W. Washington St.
Hagerstown, Maryland 21740

Mary Kay Bockstanz
211 S. Potomac St.
Boonsboro, Maryland 21713

Wayne Harne
12742 Stottlemyer Road
Myersville, Maryland 21773

~~Bob Tanner~~
~~644 Frederick St.~~
~~Hagerstown, Maryland 21740~~

Danny Wiley
552 Frederick St.
Hagerstown, maryland 21740

John Martz Sr.
62 Nottingham Road
Hagerstown, Maryland 21740

Gary Cooper
369 Woodpoint Ave.
Hagerstown, Maryland 21740

Alvin McMaster
508 Cannon Ave.
Hagerstown, Maryland 21740

Frank Campbell
508 Cannon Ave.
Hagerstoen, Maryland 21740

Earl Rusty Baker
112 North St.
Maugansville, Maryland 21767

Lem Seabright
6604 Gilardi Road
Boonsboro, Maryland 21713

George R. St. Clair
320 S. Potomac St.
Hagerstown, Maryland 21740

RECEIVED

being at least eighteen year of age, do hereby form a corporation under the general laws of the State of Maryland.

The name of the corporation VETERAN USA POST #1 of Hagerstown, Maryland here after called VETERAN USA POST #1 of Hagerstown, Maryland, Incorporated.

The purpose's for which the Corporation is formed are as followed:

A. To serve our country in peace as in war, to build and maintain the welfare of the United States of America toward lasting prosperity and peace for all its inhabitants.

B. To encourage, in keeping with policies of our Government, the establishment of a concrete plan to serve permanent

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international peace and to assist in the maintenance of international peace.

C. To train our youth to become purposeful citizens, with full knowledge of the responsibilities as well as the privileges of citizenship.

D. To cooperate with all duly recognized existing veterans organizations in the furtherance of the aims of all veterans.

E. To insure the orderly return of all veterans to civilan life by protecting his rights as an individual while he is still in uniform.

F. To expedite and assist in the rehabilitation of the veteran by maintenance of employment services, sponsoring education opportunities, and providing counsel of insurance, housing, recreation, person problems, hospitalization, and veterans benefits.

The post office address of the principal office of the corporation in Maryland is 202 N. High St. P.O.B. 283, Funkstown, Washington County, Maryland 21734. The name and post office address of the resident agent of the corporation in Maryland are, 202 N. High St. P.O.B. 283 Funkstown, Washington Co., Maryland 21734. The agent is Robert H. Brady Sr.

The Corporation shall not be authorized to issue captial stock.

The number of directors of the corporation shall be 9 which number may be increased or decreased pursuant to the By-Laws of the corporation, and the names of the directors who shall act until the first meeting or until their successors are duly chosen and qualified are:

President---------- Merv Myers
Vice President---------- Alvin McMaster
Secretary---------- Robert H. Brady Sr.
Finance Officer---------- John Martz Sr.
Officer---------- Past Commander-- Danny Wiley
Officer---------- Tom White
Officer---------- Earl Baker
Officer---------- Jim Renner
Officer---------- Gary Cooper

The following provisions are here by adopted for the purposed defining, limiting and regulation the powers of the corporation and of the directors and members:

The duration of the corporation shall be perpetual.

In witness where of we have signed these articles of incorporation on_____ and severally acknowledge the same to be our act.

Robert H. Brady Sr.

Danny Wiley

Tom White

John Martz Sr.

Merv Myers

Gary Cooper

James Renner

Alvin McMaster

Frank Campbell

Mary Kay Bockstanz

Earl R. Baker

Wayne Harne

Lem Seabright

Wayne Kerit

Robert Myers

George St. Clair

3270 2822

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 0 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
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83		Cert. Limited Partnership
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21		Recordation Tax
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23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 70

✓ Check ___ Cash

Documents on _____ checks

APPROVED BY: SMH

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Peter G. Callas
35 Day View Drive
Hagerstown, Maryland
21740

NOTE: ok per call to Mr. Brady to delete an incorporator's name & add "Earl" to Mr. Baker's name & add Resident Agent 9-19-90 Mell.
Ack-Mell 9-18-90

ARTICLES OF INCORPORATION
OF
VETERAN USA POST #1 OF HAGERSTOWN, MARYLAND,
INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 12, 1990 AT 9:40 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3084407

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.

MAILED NOV 15 1990

RETURN TO:
PETER G. CALLAS
35 DAY VIEW DRIVE
HAGERSTOWN MD 21740

0SSC3041298

A 337207

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

3270 2819

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR ENTRY
09-12-90 at 12:23P.M.

HAGERSTOWN SURGICENTER PARTNERS, INC.

ARTICLES OF INCORPORATION

FIRST: THE UNDERSIGNED, Steven J. Mandell, whose address is 1100 Charles Center South, 36 South Charles Street, Baltimore, Maryland 21201, being at least eighteen years of age, acting as incorporator, does hereby form a corporation under the General Laws of the State of Maryland.

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

HAGERSTOWN SURGICENTER PARTNERS, INC.

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

(1) To own, operate and/or manage an amublatory surgery center, either directly or indirectly through ownership in an entity which owns, operates and/or manages such business.

(2) To own any kind or type of real or personal property necessary or appropriate for the foregoing purposes.

(3) 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 effect.

The foregoing enumerated purposes and objects shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of the Articles of Incorporation, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Corporation and shall be in addition to and not in limitation of the general powers of corporations under the General Laws of the State of Maryland.

FOURTH: The present address of the principal office of the Corporation in this State is 1610 Oak Hill Avenue, Hagerstown, Maryland 21740.

FIFTH: The name and address of the resident agent of the Corporation in this State are P & M Agent Corp., 36 South Charles Street, Baltimore, Maryland 21201. Said resident agent is a citizen of the State of Maryland who resides there.

STATE DEPT. OF ASSESSMENTS & TAXATION
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SIXTH: The total number of shares of stock of all classes which the Corporation has authority to issue is 100,000 shares, par value $0.01 per share. The Board of Directors may classify and reclassify any unissued shares of capital stock by setting or changing in any one or more respects the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications or terms or conditions of redemption of such shares of stock.

SEVENTH: 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, and shall never be less than the minimum number permitted by the General Laws of the State of Maryland now or hereafter in force. The directors shall be elected by the affirmative vote of the stockholders. Each director shall serve until his successor shall have been duly elected and qualified.

The names of the directors who will serve until the first annual meeting of the Corporation are:

Robert Brooks, M.D.

Todd Harrison, M.D.

John Marsh, M.D.

Joseph Wilson, M.D.

Michael Winslow, M.D.

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:

(1) The Board of Directors is hereby empowered to authorize the issuance from time to time of shares of stock of the Corporation of any class, whether now or hereafter authorized, or securities convertible into shares of stock of the Corporation of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) No holder of any stock or any other securities of the Corporation, whether now or hereafter authorized, shall have any preemptive right to subscribe for or purchase any stock or any other securities of the Corporation other than such, if any, as the Board of Directors, in its sole

discretion, may determine and at such price or prices and upon such other terms as the Board of Directors, in its sole discretion, may fix; and any stock or other securities which the Board of Directors may determine to offer for subscription may, as the Board of Directors in its sole discretion shall determine, be offered to the holders of any class, series or type of stock or other securities at the time outstanding to the exclusion of the holders of any or all other classes, series or types of stock or other securities at the time outstanding.

(3) The Board of Directors shall have power from time to time and in its sole discretion to determine in accordance with sound accounting practice, what constitutes annual or other net profits, earnings, surplus, or net assets in excess of capital; to fix and vary from time to time the amount to be reserved as working capital, or determine that retained earnings or surplus shall remain in the hands of the Corporation; to set apart out of any funds of the Corporation such reserve or reserves in such amount or amounts and for such proper purpose or purposes as it shall determine and to abolish any such reserve or any part thereof; to distribute and pay distributions or dividends in stock, cash or other securities or property, out of surplus or any other funds or amounts legally available therefore, at such times and to the stockholders of record on such dates as it may, from time to time, determine; and to determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-Laws, and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized so to do by resolution of the Board of Directors.

(4) A contract or other transaction between the Corporation and any of its directors or between the Corporation and any other Corporation, firm or other entity in which any of its directors is a director or has a material financial interest is not void or voidable solely because of any one or more of the following: the common directorship or interest; the presence of the director at the meeting of the Board of Directors which authorizes, approves, or ratifies the contract or transaction; or the counting of the vote of the director for the authorization, approval, or ratification of the contract or transaction. This Section applies if:

(a) the fact of the common directorship or interest is disclosed or known to: the Board of Directors and the Board authorizes, approves, or

3270 0743

ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum; or the stockholders entitled to vote, and the contract or transaction is authorized, approved, or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or Corporation, firm, or other entity; or

(b) the contract or transaction is fair and reasonable to the Corporation.

Common or interested directors or the stock owned by them or by an interested Corporation, firm, or other entity may be counted in determining the presence of a quorum at a meeting of the Board of Directors or at a meeting of the stockholders, as the case may be, at which the contract or transaction is authorized, approved, or ratified. If a contract or transaction is not authorized, approved, or ratified in one of the ways provided for in clause (a) of the second sentence of this Section, the person asserting the validity of the contract or transaction bears the burden of proving that the contract or transaction was fair and reasonable to the Corporation at the time it was authorized, approved, or ratified. The procedures in this Section do not apply to the fixing by the Board of Directors of reasonable compensation for a director, whether as a director or in any other capacity.

(5) Except for contracts, transactions, or acts required to be approved under the provisions of Section (4) of this Article, any contract, transaction, or act of the Corporation or of the Board of Directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purpose, shall so far as permitted by law be as valid and as binding as though ratified by every stockholder of the Corporation.

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

(7) The Corporation shall indemnify (a) its directors to the full extent provided by the general laws of the State of

Maryland now or hereafter in force, including the advance of expenses under the procedures provided by such laws; (b) its officers to the same extent it shall indemnify its directors; and (c) its officers who are not directors to such further extent as shall be authorized by the Board of Directors and be consistent with law. The foregoing shall not limit the authority of the Corporation to indemnify other employees and agents consistent with law.

(8) To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No amendment of the Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

(9) The Corporation reserves the right from time to time to make any amendments of its charter which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in its charter, of any of its outstanding stock by classification, reclassification or otherwise; but no such amendment which changes such terms or contract rights of any of its outstanding stock shall be valid unless such amendment shall have been authorized by not less than a majority of the aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting.

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

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, acknowledging the same to be my act, on the 11th day of September, 1990.

Witness:

Diana L. Taylor

Steven J. Mandell

Steven J. Mandell

6299a:09/10/90
17309-1

3270 0749

486

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	28	Organ. & Capitalization
61	28	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

✓ Check _____ Cash

___ Documents on _____ checks

APPROVED BY: PCM

Name Change (New Name) _____

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

Code 048

ATTENTION: Steven J. Mandell

MAIL TO ADDRESS: _____

NOTE:

3270 0745

ARTICLES OF INCORPORATION
OF
HAGERSTOWN SURGICENTER PARTNERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 12, 1990 AT 12:23 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3083177

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.

MAILED NOV 15 1990

RETURN TO:
PIPER & MARBURY
ATTN: STEVEN J. MANDELL
1100 CHARLES CENTER SOUTH
36 SOUTH CHARLES STREET
BALTIMORE MD 21201

054C3041102

A 339595

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3270 0740

Received for REcord October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
09-13-90 8:45A

ARTICLES OF INCORPORATION

OF

MAIN SUPPLY CO.

A MARYLAND CLOSE CORPORATION

FIRST: I, Nancy V.W. Reichard, whose post office address is Route 3, Box 174, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, am hereby forming a Close Corporation, pursuant to Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, and 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 Main Supply Co.

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

Industrial supply sales.

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.

YDER & POOLE, P.A. ATTORNEYS AT LAW
ERSTOWN, MARYLAND
EDERICK, MARYLAND

3270 0570
02568031

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 Route 3, Box 174, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is Nancy V.W. Reichard, Route 3, Box 174, 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 1000 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:

3270 0571

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 qualified are: Nancy V.W. Reichard and Douglas A. Reichard.

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 12 day of Sept, 1990.

Nancy V.W. Reichard

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

I HEREBY CERTIFY, that on this 12th day of Sept, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Nancy V.W. Reichard,

and acknowledged the execution of the aforegoing Articles of Incorporation to be her voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Kristi L. Niles
Notary Public

My Commission Expires:
~~July 1, 1990~~
1/1/94

492

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 50

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: PCM

Name Change (New Name) _____

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

Code _____

ATTENTION: G.E. "Chip" Snyder, Jr.

MAIL TO ADDRESS: Snyder + Poole, ESQ
28 Jonathan St.
Hagerstown, Md. 21740

NOTE: Copy made

3270 0574

ARTICLES OF INCORPORATION
OF
MAIN SUPPLY CO.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 13, 1990 AT 8:45 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3082864

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.

RETURN TO:
SNYDER & POOLE, ESQ.
ATTN:G.E."CHIP" SNYDER, JR.
28 JONATHAN ST.
HAGERSTOWN MD 21740

054C3041071

A 339571

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3270 0569

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR ENTRY
09-13-90 at 9:08 a.m.

ARTICLES OF AMENDMENT

1990 SEP 13 A 9:08

UNIKOTE HOME PRODUCTS, INC.

Unikote Home Products, Inc. (hereinafter the "Corporation"), a Maryland corporation, hereby certifies to the State Department of Assessments & Taxation of Maryland (hereinafter the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking out Article SECOND in its entirety and substituting in lieu thereof the following new Article SECOND:

> "SECOND: The name of the Corporation, which is hereafter called the "Corporation", is Unikote Home Products, Inc. The Corporation shall be a Close corporation pursuant to Title 4 of the Corporations & Associations Article of the Annotated Code of Maryland."

SECOND: The Charter of the Corporation is hereby amended by striking out Article FOURTH in its entirety 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 is Route 1, Box 74-B, Big Spring, Maryland 21722. The Resident Agent of the Corporation is Richard W. Lauricella whose address is 498 North Potomac Street, Hagerstown, MD 21740."

THIRD: The Charter of the Corporation is hereby amended by striking out Article SIXTH in its entirety and by substituting in lieu thereof the following new Article SIXTH:

> "SIXTH: The Corporation elects to have no Board of Directors."

FOURTH: Wheresoever the Articles of Incorporation refer to a director or directors, said reference shall be deleted and the term shareholder or shareholders shall be substituted therefore. Consistent therewith the gender and number shall thereafter be read in the manner which the context requires.

FIFTH: The Charter of the Corporation is hereby amended by adding a new Article EIGHTH as follows:

> "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.

025600

(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."

SIXTH: The amendments herein certified shall become effective as of the close of business on the days these Articles of Amendment are filed with the Department in accordance with the Corporations & Associations Article of the Annotated Code of Maryland.

SEVENTH: By written Informal Action, unanimously taken by the directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations & Associations Article of the Annotated Code of Maryland, the directors duly recommended and adopted the aforegoing amendments.

EIGHTH: By written Informal Action, unanimously taken by the stockholders of the Corporation, pursuant to and in accordance with Section 2-505 of the Corporations & Associations Article of the Annotated Code of Maryland, the stockholders duly advised and adopted the aforegoing amendments unanimously.

IN WITNESS WHEREOF, Unikote Home Products, Inc. has caused these presents to be signed in its name and on its behalf by its

3270 1915

President and its corporate seal to be hereunder affixed and attested to by the Secretary this 10th day of September, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Unikote Home Products, Inc. and under penalties of perjury that the matters and facts set forth herein with respect to authorization approval are true in all material respects to the best of his knowledge, information and belief.

UNIKOTE HOME PRODUCTS, INC.

ATTEST:

BY: Randy B Wolfensberger
Randy Wolfensberger, President

Secretary

3270 1915

STATE OF MARYLAND

State Department of Assessments and Taxation

MA

Gene L. Burner, Director

497

DOCUMENT CODE 09 BUSINESS CODE _____ COUNTY 71

D2038230 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20

Name Change (New Name) _____

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

Code _____

ATTENTION: Richard W. Lauricella, Esq.

MAIL TO ADDRESS: 498 N. Potomac St
Hagerstown, Md
21740

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: SMJ

3270 1917

ARTICLES OF AMENDMENT
OF
UNIKOTE HOME PRODUCTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 13, 1990 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2038230

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.

MAILED NOV 15 1990

RETURN TO:
RICHARD W. LAURICELLA, ESQ.
498 N. POTOMAC ST.
HAGERSTOWN MD 21740

055C3041217

A 339694

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3270 1913
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

McCOY INVESTMENT CORPORATION

APPROVED FOR PAYMENT

ARTICLES OF INCORPORATION 09-14-90 9:18A

FIRST: I, D. Jeffrey McCoy, whose post office address is P.O. Box 434, Hagerstown, Maryland 21740, being of at least eighteen (18) years of age, hereby form a corporation under and by the virtues of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is herein after referred to as the "Corporation") is McCOY INVESTMENT CORPORATION.

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

(1) To operate a Photography Production Operation and to engage in any other lawful purpose and/or business incidental thereto.

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

FOURTH: The post office address of the principal office of the Corporation in this State is 672 Oak Hill Avenue, Hagerstown, MD 21740. The name and the post office address of the Resident Agent is D. Jeffrey McCoy of 433 Summit Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in the state.

1990 SEP 11 A 9:1

FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is one million (1,000,000) of common stock, par value of one cent 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 no 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.

025702 3270 1454

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified is D Jeffrey McCoy, whose post office address is 433 Summit Avenue, 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 in any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized.

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

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

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 converted 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 the 22ND day of AUGUST, 1990, and I acknowledge the same to be my act.

Gerald L. Shindle
Witness

D. Jeffrey McCoy

1465

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 mpl BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: D. J. McCoy
T/A Adam P Productions
672 Oakhill Ave.
Hagerstown, Md.
21740

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: SMG

3370 1466

ARTICLES OF INCORPORATION
OF
MCCOY INVESTMENT CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 14, 1990 AT 9:18 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3083383

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.

MAILED NOV 15 1990

RETURN TO:
ADAM PRODUCTION
ATTN:D.J. MCCOY
672 OAK HILL AVE.
HAGERSTOWN MD 21740

055C3041140

A 339626

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3270 1463

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
9-18-90 at 10:51 a.m.

DELMAR INN, 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 the Delmar Inn, Inc.

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

(1) To engage in the business of retail sale of food and beverage; 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 228 Eastwood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is William G. Sollenberger, 228 Eastwood Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be two (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 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 his successors is duly chosen and qualified:

William G. Sollenberger
Linda L. Sollenberger

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 hereinafter authorized, or

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

92628021

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, st a duly constituted meeting of a majority of all 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

sberg & DiGirolamo
ys at Law
est Washington Street
stown, Maryland 21740

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of September, 1990, and I acknowledge the same to be my voluntary act and deed.

Witness

Roger Schlossberg (SEAL)

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 3 8 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change (New Name) _____

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

Code _____

ATTENTION: Roger Schlossberg, Esq.

MAIL TO ADDRESS: Schlossberg & Digirolamo Atty's at Law, 134 West Washington Street, Hagerstown, Md. 21740

✓ Check ___ Cash

NOTE:

___ Documents on _____ checks

APPROVED BY: J.M.T.

3271 1759

506

ARTICLES OF INCORPORATION
OF
DELMAR INN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 18, 1990 AT 10:51 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3085917

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.

MAILED NOV 1 9 1990

RETURN TO:
SCHOLOSSBERG & DIGIROLAMO
ATTN: ROGER SCHLOSSBERG
134 WEST WASHINGTON ST.
HAGERSTOWN MD 21740

058C3041537

A 337500

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3271 1755
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for REcord October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT

09-19-90
9:02A

FAIRWAY CUSTOM HOMES, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: I, Ronald L. Poffenberger, whose office address is 6587 Galardi Road, Boonsboro, Washington County, Maryland 21713, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

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

Fairway Custom Homes, Inc.

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

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

(1) Land acquisition, residential and commercial construction, and sales.

(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 address of the principal office of the Corporation in Maryland is 6587 Galardi Road, Boonsboro, Washington County, Maryland 21713. The name and office address of the Resident Agent of the Corporation in Maryland is Ronald L. Poffenberger, 6587 Galardi Road, Boonsboro, Washington County, Maryland 21713. Said Resident Agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of capital stock which the Corporation has the authority to issue is one hundred thousand (100,000) shares of a par value of One 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).

3271 3143

0202010 1

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 one (1) director, whose name is Ronald L. Poffenberger.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of September, 1990, and I acknowledge the same to be my act.

WITNESS:

Cathy L. Blair

Ronald L. Poffenberger

Ronald L. Poffenberger

STATE OF MARYLAND

509

State Department of Assessments and Taxation

Gene L. Burner, Director

MA

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check _____ Cash

Documents on _____ checks

APPROVED BY: J.M.T.

Name Change (New Name) _____

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

Code _____

ATTENTION: William C. Wantz, Esq

MAIL TO ADDRESS: Kaylor & Wantz
123 W. Washington St
Hagerstown, Md. 21740

NOTE:

3271 2165

ARTICLES OF INCORPORATION
OF
FAIRWAY CUSTOM HOMES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 19, 1990 AT 9:02 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3086279

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.

RETURN TO:
KAYLOR & WANTZ
ATTN: WILLIAM C. WANTZ, ESQ.
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

059C3041611

A 337573

RECORDED IN THE RECORDS OF THE 3271 2162

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD

ARTICLES OF INCORPORATION

SASS LTD. 9-21-90 at 9:20 a.m.

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

FIRST: I, Mansoor Emralshaool, whose post office address is 1927 Maplewood 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 SASS LTD.

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

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

(1) To invest in and serve as general partner of Blackrock Limited Partnership; 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 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, Esquire, Schlossberg & Digirolamo, 134 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 500 shares Class A Voting Stock with a par value of $100.00 per share and 500 shares Class B Non-Voting 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 Mansoor Emralshaool.

1990 SEP 21 A 9:20
0264873

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 18th day of September, 1990, and I acknowledge the same to be my act.

WITNESS:

Rixie M. DeGrange

Mansoor Emralshaool

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

I HEREBY CERTIFY, That on this 18th day of September, 1990, before me, the subscriber, a Notary Public in and for the State

3272 0595

and County aforesaid, personally appeared Mansoor Emralshaool and acknowledged the aforegoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Rixie M. DeGrange

Notary Public

My Commission Expires:
May 4, 1992

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

513

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change
(New Name) _____

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

Code _____

ATTENTION: Richard N. Luricella, P.A

MAIL TO ADDRESS: 498 N. Potomac St. Hagerstown, Md 21740

TOTAL FEES 40

✓ Check _____ Cash

NOTE:

2 Documents on 1 checks

1 of 2

3272 0597

APPROVED BY: SMH

ARTICLES OF INCORPORATION
OF
SASS LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 21, 1990 AT 9:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3087335

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.

MAILED NOV 15 1990

RETURN TO:
RICHARD W. LAURICELLA, P.A.
498 N. POTOMAC ST.
HAGERSTOWN MD 21740

060C3041717

A 337671

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

3272 0593

Received for Record October 22, 1990 at 11:00 a.m.
Corporation Record Liber 43

Maugansville
ELEVATOR & LUMBER CO., INC.

P.O. Box 278
Maugansville, Maryland 21767
(301) 739-4220

The Board of Directors of MAUGANSVILLE ELEVATOR & LUMBER COMPANY, a corporation organized in the State of Maryland, on Tuesday, September 4, 1990 duly approved a resolution as follows:

RESOLVED: That the resident agent of the corporation is changed to JAMES S. MARTIN of 325 Weaver Avenue, Maugansville, Maryland 21767.

I, Dharl L. Wilfong, Secretary/Treasurer certify under penalties of perjury that to the best of my knowledge, information, and belief the foregoing resolution is true in all material respects.

1990 SEP 25 A 8:44

Dharl L. Wilfong
Dharl L. Wilfong, Secretary/Treasurer

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
9/25/90 at 8:44 A.m.

7272 3075

STATE OF MARYLAND

516

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D0147702 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Maugansville
Elevator and Turbo Organ
P.O. Box 278
Maugansville Md 21767

TOTAL FEES $10.00

1 Check ___ Cash

1 Documents on 1 checks

NOTE:

APPROVED BY: RMC

7272 2076

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
MAUGANSVILLE ELEVATOR AND LUMBER COMPANY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 25, 1990 AT 8:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D0147702

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.

RETURN TO:
MAUGANSVILLE ELEVATOR AND LUMBER
COMPANY
P. O. BOX 278
MAUGANSVILLE MD 21767

062C3042028

A 337939

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

3272 2024

518

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

CERTIFICATE OF [X] MERGER
[ ] TRANSFER
[ ] CONSOLIDATION
[ ] SHARE EXCHANGE

TO: [X] Clerk of the Circuit Court for WASHINGTON COUNTY (LAND RECORD)
[ ] _____ Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of Merger have been filed in this office on September 25, 1990

1) The name of each party to the Articles is M. J. HARRISON COMPANY, INC. (A MD. CORP.) into ENGINEERED CONSTRUCTION PRODUCTS,LTD. (A MD. CORP.)-SURVIVOR

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

As Witness my hand and the Official seal of the said Department at Baltimore this 15th day of October, 1990.

Geraldine C. Sheley
Office Supervisor II

AT 5-076

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

SCHILLING APPLIANCE SERVICES, INC.

ARTICLES OF SALE AND TRANSFER

9-20-90 8.5la

ARTICLES OF SALE AND TRANSFER entered into this 12th day of September, 1990, by and between Schilling Appliance Services, Inc., a Maryland statutory close corporation (hereinafter sometimes referred to as the "Transferor"), and Morrow's Air Conditioning & Heating Service, Inc. a Maryland statutory close corporation (hereinafter sometimes referred to as the "Transferee").

THIS IS TO CERTIFY:

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

SECOND: The name, post office address and principal place of business of Transferee are: Morrorw's Air Conditioning and Heating Service Inc., 210 Maple Avenue, Boonsboro, MD 21713.

THIRD: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Schilling Appliance Services, Inc., a statutory close corporation organized under the laws of the State of Maryland.

Transferee is Morrow's Air Conditioning & Heating Service, Inc. a statutory close corporation organized under the general laws of the State of Maryland.

Transferee was incorporated on January 1, 1985, under the general laws of the State of Maryland.

FOURTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it as set forth in Article **NINTH** herein, is **Thirteen Thousand Two Hundred Forty Seven Dollars and Sixty Six Cents ($13,247.66).**

FIFTH: The principal office of Transferor is in the City of Boonsboro, State of Maryland. The only county in which Transferor owns property, the title to which could be affected by the recording of an instrument among the land records, is in Washington County.

02638030

SIXTH: The location of the principal office of Transferor in the State of Maryland is 210 Maple Street, Boonsboro, Maryland 21713. Transferee owns no property in this State.

SEVENTH: 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. The Transferee has elected to have no Board of Directors.

EIGHTH: As to Transferee, the sale, assignment and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved in the manner and by the vote required by the Charter of Transferee and by the laws of the State of Maryland under which Transferee was organized. Transferee has elected to have no Board of Directors, and

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 **Thirteen Thousand Two Hundred Twenty Seven Dollars and Sixty Six Cents ($13,247.66)** in accordance with the terms and conditions of the Agreement, Transferor does hereby bargain, sell, deed, grant, convey, transfer, set over and assign to Transferee, its successors and assigns:

1985 Ford Econoline Van	$ 4,200.00
Equipment and Supplies other than vehicle	1,000.00
Accounts receivable	
Inventory	6,747.66
TOTAL	13,247.66

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, and Maryland corporation, and Transferee, a Maryland corporation, and it is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed in accordance with the law applicable to contracts made and entirely to be performed with the State of Maryland.

IN WITNESS WHEREOF, Schilling Appliance Services, Inc., and Morrow's Air Conditioning and Heating Service, Inc. parties to these Articles of Sale and Transfer, have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation party to these Articles of Sale and Transfer by its president or vice president and attested by the secretary or an assistant secretary, as of this 12th day of September, 1990.

ATTEST:

SCHILLING APPLIANCE SERVICES, INC.

Ronald L. Schilling

Ronald L. Schilling,
Secretary

By: Kathryn L. Schilling

Kathryn L. Schilling,
President

ATTEST:

MORROW'S AIR CONDITIONING AND HEATING SERVICE, INC.

Secretary

By:

President

THE UNDERSIGNED, President of Schilling Appliance Services, Inc., who executed on behalf of said corporation the foregoing Articles of Sale and Transfer, of which this certificate is made a pasaid 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.

Kathryn L. Schilling

President

THE UNDERSIGNED, President of Morrow's Air Conditioning and Heating Service, 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.

President

522

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 12 8 BUSINESS CODE _____ COUNTY 71

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

~~Merging~~ (Transferor) Schilling Appliance Services, Inc.

D 2770220

~~Surviving~~ (Transferee) Morrow's Air Conditioning & Heating Service, Inc.

D 1852193

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 30

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: JNS

Name Change
(New Name)_____

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

Code_____

ATTENTION:_____

MAIL TO ADDRESS:_____
Scott Schubel
138 W Wash St
Hagerstown, Md 21740
-4769

NOTE: No Cond
Copy made

3274 1788

ARTICLES OF TRANSFER
OF
SCHILLING APPLIANCE SERVICES, INC.
(A MD CORP.) TRANSFEROR
AND
MORROW'S AIR CONDITIONING & HEATING SERVICE, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 20, 1990 AT 8:51 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D1852193

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.

MAILED JAN 17 1991

RETURN TO:
SCOTT SCHUBEL
138 W. WASHINGTON STREET
HAGERSTOWN MD 21740 4769

066C3040355

A 339936

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

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

524

9:00

09-20-90 J

ARTICLES OF INCORPORATION

OF

KEYNOTE DINNER THEATRE, INC.

(Close Corporation)

I, Don Wiswell, being an adult over the age of eighteen years, hereby form a close stock corporation under the laws of the State of Maryland and, for its Articles of Incorporation, hereby set forth the following:

ARTICLE I

The name of the Corporation is Keynote Dinner Theatre, Inc.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The purpose of the Corporation is to operate a dinner theatre and transact all lawful business not required to be specifically stated in these Articles.

ARTICLE IV

The Corporation shall have authority to issue 1,000 shares of common stock with par value of $1.00 per share and with an aggregate par value of all shares of all classes of $1,000.

ARTICLE V

The principal office shall be 44 North Potomac Street, Hagerstown, Maryland. The initial resident agent shall be Don Wiswell, an adult citizen of Maryland, whose office address is 44 North Potomac Street, Hagerstown, Maryland 21740.

RECEIVED
90 OCT 1 PM 12:06
STATE DEPT OF ASSESSMENTS & TAXATION

ARTICLE VI

The number of directors constituting the Board of Directors shall be two (2). The initial directors are:

NAME:	RESIDENCE:
Don Wiswell	44 North Potomac Street Hagerstown, MD 21740
Bruce Levin	1401 Hamilton Blvd. Hagerstown, MD 21740

The initial directors will serve until successors are elected and qualify or until a proper election to have no Board of Directors as provided by the laws of the State of Maryland.

ARTICLE VII

The initial by-laws of the Corporation shall be adopted by the director. The power to alter, amend or repeal the by-laws or to adopt new by-laws shall be vested in the stockholders. The by-laws may contain any provision for the regulation and management of the affairs of the Corporation not prohibited by law or inconsistent with these Articles.

ARTICLE VIII

The Board of Directors is authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the Corporation in any other capacity and receive compensation.

ARTICLE IX

Each person now or hereafter a director or officer of the Corporation (and his heirs, executors and administrators) shall be indemnified by the Corporation against all claims, liabilities,

judgments, settlements, costs and expenses, including all attorney's fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a director or officer of the Corporation (whether or not a director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally judged in such action, suit or proceeding to be liable for gross negligence or willful misconduct in the performance of his duties as such director or officer. Such right or indemnification shall not be deemed exclusive of any other rights to which any director or officer may be entitled.

ARTICLE X

The Corporation reserves the right to amend, alter or repeal any provisions of its Articles of Incorporation in any manner now or hereafter permitted by law.

I, Don Wiswell, hereby acknowledge the foregoing Articles of Incorporation to be my act.

Don Wiswell

Don Wiswell

9/28/90

Date

Subscribed and sworn to before me, in my presence, this 28th day of September, 1990, a Notary Public in and for the State of Maryland, County of Washington.

Joyce L. Fields

My commission expires: 8/1/92

527

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02 3 9 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Donald A. Wiswell, 44 N. Potomac Street, Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT

ARTICLES OF INCORPORATION
OF
KEYNOTE DINNER THEATRE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 20, 1990 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3092103

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.

MAILED JAN 17 1991

RETURN TO:
DONALD A. WISWELL
44 N. POTOMAC STREET
HAGERSTOWN MD 21740

067C3040369

A 338276

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

3274 2112

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

529

1990 OCT -4 A 8:59

09-26-90 9:24

ARTICLES OF INCORPORATION

Spielman Title 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 Spielman Title Service, Inc. (the "Corporation").

THIRD: The Corporation is formed for the purposes of engaging in the business of providing real estate title abstracting services 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 19 Woodvale Court, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation are Donna M. Spielman, 19 Woodvale Court, Hagerstown, Maryland 21740.

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, entitled Common Stock. The par value

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'90 SEP 26 AM 9 24
STATE DEPT OF ASSESSMENTS & TAXATION

02778042

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), so long as there is no capital stock of the Corporation outstanding. Upon the issuance of capital stock, the number of directors of the Corporation shall be three (3) or shall equal the number of shareholders of the Corporation, whichever is less. The number of directors of the Corporation may be increased or decreased by 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 Donna M. Spielman and Gary K. Spielman.

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 25th day of September, 1990.

WITNESS:

William McC. Schildt

3275 1672

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

531

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change
(New Name) _____

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

Code _____

ATTENTION: Stite and Schildt

MAIL TO ADDRESS: 138 W. Washington St. Suite 200 Hagerstown, MD 21740

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Jim T.

532

ARTICLES OF INCORPORATION
OF
SPIELMAN TITLE SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 26, 1990 AT 9:24 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3094489

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.

MAILED JAN 17 1991

RETURN TO:
STRITE SCHILDT
138 W. WASHINGTON ST.
HAGERSTOWN MD 21740

068C3040704

A 340019

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3275 1670

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

AND TAXATION
APPROVED FOR RATIFICATION

533

A. L. LONG & SONS, INC. 9-26-90 9:40 AM

ARTICLES OF INCORPORATION

FIRST: I, Nancy M. Long, whose post office address is 13540 Cresspond Road, Clear Spring, Maryland 21722, 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:

A. L. LONG & SONS, INC.

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

1. To own and carry on the business of excavating.

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 13540 Cresspond Road, Clear Spring, Maryland 21722. The name and post office address of the Resident Agent of the Corporation is Allen L. Long, 13540 Cresspond Road, 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 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

1990 SEP 26 A 9:40
0533
02698276

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:

Allen L. Long
Nancy M. Long

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

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

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one (1) or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times

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

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

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.

3273 0540

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 21st day of September, 1990, and I acknowledge the same to be my act.

WITNESS:

Nancy M. Long (SEAL)

Nancy M. Long

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

537

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

DOCUMENT CODE 02 ✓ BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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20	20	Organ. & Capitalization
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62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
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56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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23		Local Transfer Tax
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: J.M.T.

Name Change
(New Name) _____

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

Code _____

ATTENTION: Michael G. Day, ESQ.

MAIL TO ADDRESS: Day & Schneider
Ste. 300
120 W. Washington St.
Hagerstown, Md.
21740

NOTE:

3273 0542

ARTICLES OF INCORPORATION
OF
A. L. LONG & SONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 26, 1990 AT 9:40 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3090024

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.

RETURN TO:
DAY & SCHNEIDER
ATTN: MICHAEL G. DAY
120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

064C3042180

A 338087

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3273 0537
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record December 10, 1990
at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
9-26-90 at 10:20a.m.

ARTICLES OF INCORPORATION

ELECTRONIC REPAIR SERVICES, INC.

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

FIRST: I, Wayne Ray Weatherly, whose post office address is Route 10, Box 108H, 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 Electronic Repair Services, Inc.

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

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

(1) engage in the repair of electronic 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 Route 10, Box 108H, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Wayne Ray Weatherly, Route 10, Box 108H, 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 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 Wayne Ray Weatherly.

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

"Indemnification Section"), as amended from time to time shall have the meaning as provided in the Indemnification Section.

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 14th day of August, 1990, and I acknowledge the same to be my act.

WITNESS:

Wayne Ray Weatherly

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

I HEREBY CERTIFY, That on this 14th day of August, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Wayne Ray Weatherly 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:
May 1, 1992

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

541

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

DOCUMENT CODE 0239 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard W. Lauricella, P.A., Attorney at Law, 498 North Potomac Str., Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

3373 1185

APPROVED BY: SMZ

ARTICLES OF INCORPORATION
OF
ELECTRONIC REPAIR SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 26, 1990 AT 10:20 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3090321

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.

MAILED JAN 17 1991

RETURN TO:
RICHARD W. LAURICELLA, P.A.
498 N. POTOMAC STREET
HAGERSTOWN MD 21740

065C3040014

A 338186

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 7277 1191
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

543
APPROVED FOR RECORD
9-26-90 at 1:47 p.m.

MILANO RISTORANTE, INC.

ARTICLES OF INCORPORATION

FIRST: I, Reda Ghonim, whose post office address is 626 Potomac Avenue, 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 hereafter referred to as the "Corporation") is Milano Ristorante, Inc.

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

(1) To engage in the restaurant business, preparing and selling meals, food and beverages for public consumption on and off the premises; and

(2) To do anything permitted by Section 2-301 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 626 Potomac Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Reda Ghonim, 626 Potomac Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual residing in this State.

1990 SEP 26 P 1:47
7277 0441

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

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

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

The names of the directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Reda Ghonim, Linda Ganassa, and Mustafa Atwa.

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, restriction, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

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

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

EIGHTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase,

subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 25 day of 9, 1990, and I acknowledge the same to be my act.

Reda Ghonim

Reda Ghonim

547

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change
(New Name) _____

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

Code _____

ATTENTION: John R. Salvatore

MAIL TO ADDRESS: Salvatore & Wade P.A.
44 N Potomac St.
Suite 204
Hagerstown Md
21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

3373 0445

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
MILANO RISTORANTE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 26, 1990 AT 1:47 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3089844

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.

MAILED JAN 17 1991

RETURN TO:
JOHN R. SALVATORE
44 N. POTOMAC ST., STE. 204
HAGERSTOWN MD 21740

064C3042162

A 338071

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

3273 0440

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

9-27-90 900a

ARTICLES OF REVIVAL

FOR

(Insert exact name of corporation as it appears on records of the State Department of Assessments and Taxation)

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

CHARLES R. McCLURE, INC.

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

CHARLES R. McCLURE, INC.

~~THE CATHEDRAL HOMES~~

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

1721 CATHEDRAL AVE
Hagerstown, MD 21740

FOURTH: The name and address of the resident agent is

CHARLES R. McCLURE
1721 Cathedral Ave.
Hagerstown, MD 21740

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

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

90 SEP 27 AM 9:23
CENTRAL DEPT. OF ASSESSMENTS & TAXATION
1990 SEP 14 A 8:27

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

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

Last Acting President/Vice President

Last Acting Secretary/Treasurer

(Use if A cannot be signed/acknowledged)

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

Last Acting Director

Last Acting Director

Last Acting Director

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

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

Director

Director

Director

1274 0729

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

551

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

DOCUMENT CODE 18 BR BUSINESS CODE 03 COUNTY 71

D2077089 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Charles McClure
1721 Cathedral Ave
Hagerstown Md 21740

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JRS

3374 0729

552

THE ARTICLES OF REVIVAL
OF
CHARLES R. MCCLURE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND SEPTEMBER 27, 1990 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D2077089

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.

MAILED JAN 17 1991

RETURN TO:
CHARLES MCCLURE
1721 CATHEDRAL AVENUE
HAGERSTOWN MD 21740

066C3040199

A 279401

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3274 0726

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

INFORMAL ORGANIZATIONAL ACTION OF THE BOARD OF DIRECTORS

September 28, 1990

The undersigned, constituting all of the members of the Board of Directors of Gerry Null Co., Inc., a Maryland Close Corporation, hereinafter referred to as the "Corporation," in accordance with §2-408(c) of the Corporations and Associations Article of Annotated Code of Maryland, do hereby take the actions set forth below, and to evidence their Waiver of any right to lissent from such actions, do hereby consent as follows:

RESOLVED: That the post office address of the principal office of the Corporation in this State is P.O. Box 350, Williamsport, MD 21795. The resident agent of the Corporation is Kraig R. Null, whose address is Apartment 14I, Milestone Garden Apartments, Williamsport, MD 21795, who is a citizen of the State and actually resides therein.

IN WITNESS WHEREOF, we have signed our hands and seals the day and year first written above.

WITNESS:

Kraig R. Null — Gerald W. Null (SEAL)
Gerald W. Null, President

Gerald W. Null — Kraig R. Null (SEAL)
Kraig R. Null, Vice President

Gerald W. Null — Mary Lynn Null (SEAL)
Mary Lynn Null, Sec./Treas.

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

APPROVED FOR PAYMENT

10-2-90 at 8:32 A.m.

1990 OCT -2 A 8:32

554

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D3062312 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL FEES $10.00

Name Change (New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Gary Null Co. Inc
P O Box 350
Silver Spring Md 21195

1 Check ___ Cash

1 Documents on 1 checks

NOTE:

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
GERRY NULL CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 2, 1990 AT 8:32 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D3062312

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.

MAILED JAN 17 1991

RETURN TO:
GERRY NULL CO., INC.
P. O. BOX 350
WILLIAMSPORT MD 21795

067C304046C

A 338347

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3274 2532
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

556 Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
10/2/90 at 8:54 A.M.

HAGERSTOWN GOODWILL INDUSTRIES, INC.

ARTICLES OF REVIVAL

1. The name of the Corporation at the time the Charter was forfeited was Hagerstown Goodwill Industries, Inc.

2. The name which the Corporation will use after revival is Hagerstown Goodwill Industries, Inc.

3. The name and address of the resident agent of the Corporation is:

Craig M. MacLean, 223 North Prospect Street, Hagerstown, MD 21740

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

5. 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, as required by applicable law; and (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 bared by limitations.

6. The address of the principal office of the Corporation in this state is:

223 North Prospect Street, Hagerstown, MD 21740

The undersigned, who are respectively the last acting President and Secretary of the Corporation severally acknowledge the Articles to be their act.

B. Marie Byers
B. Marie Byers

Last Acting President

Patrick G. Buckley
Patrick Buckley

Last Acting Secretary

I, Craig M. MacLean, Executive Director of Hagerstown Goodwill Industries, 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.

Craig M. MacLean
Executive Director

C-190 0661
3274 2740
0275

STATE OF MARYLAND, WASHINGTON COUNTY, to wit:

I HEREBY CERTIFY that on this 7 day of August, 1990, before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared Craig M. MacLean, 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 Official Notarial Seal.

Janice E. Stone
Notary Public

My Commission Expires: 2/1/95

558

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 18 BUSINESS CODE _____ COUNTY 71

D0115170 ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
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61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
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66	20	Rec. Fee (Revival)
52		Foreign Qualification
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51		Foreign Name Registration
13		_____ Certified Copy _____
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54		For. Supplemental Cert.
53		Foreign Resolution
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83		Cert. Limited Partnership
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87		_____ Limited Part. Good Standing
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600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: William C. Wantz, Esq.

MAIL TO ADDRESS: Kaylor & Wantz
Attorneys at Law
123 West Washington St
Hagerstown, MD 21740

TOTAL FEES 30

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: DMG

NOTE: 1988
1989 filed
1990 (NA)

THE ARTICLES OF REVIVAL
OF
HAGERSTOWN GOODWILL INDUSTRIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 2, 1990 AT 8:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 10.00

D0115170

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.

MAILED JAN 17 1991

RETURN TO:
WILLIAM C. WANTZ, ES.
KAYLOR & WHARTZ
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

067C3040495

A 338374

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 2274 279
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

560

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

ARTICLES OF INCORPORATION 10/3/90 at 9:26 A.M.

FIRST: I, Robert E. Kuczynski, whose address is 55 North Jonathan Street, Hagerstown, Maryland, 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

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

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

(1) To carry on and conduct a general contracting business, including the designing, constructing, enlarging, repairing, remodeling or otherwise engaging in any work upon any type of buildings, roads, sidewalks, highways, bridges, or manufacturing plants; and to engage in iron, steel, wood, brick, concrete, stone, cement, masonry and earth construction or erection, and to execute contracts or to receive assignments of contracts therefore, or relating thereto; also, to manufacture and furnish the building materials and supplies connected therewith; and to engage in any other lawful purpose and business.

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

FOURTH: The address of the principal office of the Corporation in this State is 420 Vermont Avenue, Hagerstown, Maryland, 21740. The name and address of the Resident Agent of the Corporation in this State is Robert J. Fahr, 420 Vermont Avenue, Hagerstown, Maryland, 21740.

02768388

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

FIFTH: The total number of shares of capital stock which the Corporation has the authority to issue is ten thousand (10,000) shares of common stock, with par value of Ten ($10.00) Dollars 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 (2). The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Robert J. Fahr, 420 Vermont Avenue, Hagerstown, Maryland, 21740, and Robert L. Keller, 59B Eastern Avenue, Greencastle, Pennsylvania, 17225.

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 be 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 or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so

3275 1133

that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

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

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

NINTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final

7275 1174

adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

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

3275 1175

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 1st day of October, 1990, and I acknowledge the same to be my act.

Robert E. Kuczynski

Robert E. Kuczynski

3275 1176

565

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 023 J BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: AMH

Name Change
(New Name) _____

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

Code _____

ATTENTION: Robert E. Kuczynski, Esq.

MAIL TO ADDRESS:
Kuczynski + Kuczynski P.A.
Attorneys at Law
Kuczynski Building
55 N. Jonathan Street
Hagerstown, Md 21740

NOTE:

3275 1137

566

ARTICLES OF INCORPORATION
OF
VK ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 3, 1990 AT 9:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3093572

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.

RETURN TO:
KUCZYNSKI & KUCZYNSKI, P.A.
ATTN: ROBERT E. KUCZYNSKI, ESQ.
KUCZYNSKI BUILDING
55 N. JONATHAN STREET
HAGERSTOWN MD 21740

068C3040613

A 339941

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE

3275 1171

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-4-90 8:59 A.m.

567

DAVID C. MILLS, INC.
ARTICLES OF INCORPORATION

FIRST: I, Edward N. Button, whose address is 44 N. Potomac St., 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 DAVID C. MILLS, INC.

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

(1) To acquire, by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation; 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 conductive 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.

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740
(301) 739-4860

1990 OCT -4 A 8:59

02770041

(4) 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 839 Dewey Avenue, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this state is David C. Mills, 839 Dewey Avenue Hagerstown, MD 21740. Said Resident Agent is an individual actually residing in this State.

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

SIXTH: The number of Directors of the Corporation shall be 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 stockholders, the number of directors may be less than three but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: David C. Mills.

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:

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740
(301) 739-4860

1975 1377

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

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

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

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

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740
(301) 739-4860

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

orporation 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 28 day of Sept, 1990, and I acknowledge the same to be my act.

Sabra R Hutton
WITNESS

Edward N. Button

570

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02 (2A) BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

Name Change
(New Name) _____

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

Code _____

ATTENTION: Edward N. Butler ESQ.

MAIL TO ADDRESS: 44 N. Potomac St. Ste. 104 Hagerstown Md. 21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: SMJ

ARTICLES OF INCORPORATION
OF
DAVID C. MILLS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 4, 1990 AT 8:59 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3094687

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.

MAILED JAN 17 1991

RETURN TO:
EDWARD N. BUTTON, ESQ.
44 N. POTOMAC ST., STE. 104
HAGERSTOWN MD 21740

069C3040766

A 340137

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

572

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR ENTRY
BY 10-04-90 9:00A

HISER CONSTRUCTION, INC.

ARTICLES OF INCORPORATION

FIRST: I, Edward N. Button, whose address is 44 N. Potomac St., 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 HISER CONSTRUCTION, INC.

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

(1) To acquire, by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held, or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation; 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 conductive 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.

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740
(301) 739-4860

1990 OCT -4 A 8:00
FEES PAID
02778043

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

FOURTH: The post office address of the principal office of the Corporation in this State is P.O. Box 123, Maugansville, MD 21760. The name and post office address of the Resident Agent of the Corporation in this state is Samuel K. Hiser, 22 N. North St., Maugansville, MD 21760. Said Resident Agent is an individual actually residing in this State.

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

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

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

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

The name of the director who shall act until the first annual meeting or until his successor is duly chosen and qualified is: Samuel K. Hiser.

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:

EDWARD N. BUTTON
ATTORNEY AT LAW
44 NORTH POTOMAC ST.
SUITE 104
HAGERSTOWN, MD 21740
(301) 739-4860

7375 1979

~~3275 1530~~

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

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

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

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

DWARD N. BUTTON
ATTORNEY AT LAW
4 NORTH POTOMAC ST.
SUITE 104
AGERSTOWN, MD 21740
(301) 739-4860

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28th day of Sept, 1990, and I acknowledge the same to be my act.

Barbara R Hutton
WITNESS

Edward N. Button

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

575

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

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: MJ

Name Change
(New Name) _____

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

Code _____

ATTENTION: Edward N. Button, ESQ.

MAIL TO ADDRESS: 44 N. Potomac St. Ste. 104 Hagerstown, MD. 21740

NOTE:

ARTICLES OF INCORPORATION
OF
HISER CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 4, 1990 AT 9:00 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3094695

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.

JAN 17 1991

RETURN TO:
EDWARD N. BUTTON, ESQ.
44 N. POTOMAC ST., STE. 104
HAGERSTOWN MD 21740

069C3040767

A 340138

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

3275 1977

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

1990 OCT -5 A 8:52

ARTICLES OF INCORPORATION

OF

KENDING BROS., INC.

10/5/90 258:52

THIS IS TO CERTIFY:

FIRST: That we, the subscribers, John E. Clopper, Sr. whose post office address is 12810 Kending Lane, Clear Spring, Maryland and Irene E. Clopper whose post office address is 12810 Kending Lane, Clear Spring, Maryland both being at least twenty-one (21) years of age, do under and by virtue of the State of Maryland authorize the formation of a corporation by execution and filing these Articles.

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

KENDING BROS., 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, accounting and tax preparation, real estate, and 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, of any corporation, co-partnerships 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 Corporation has an interest, and to endorse, or otherwise guarantee, the payment of the principal and interest, or either, of any bonds, debentures, notes, securities or other evidence of indebtedness created or issued by any such 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 otherwise dispose of such bonds, notes, or other obligations of the Corporation for its corporate purposes.

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

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

The 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 12810 Kending Lane, Clear Spring, Maryland, 21722. The resident agent of the corporation is John E. Clopper, Sr. whose post office address is 12810 Kending Lane, Clear Spring, Maryland, 21722. 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 Linda K. Kending who 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 shares of its stock, with or without par value, of any class, and securities, convertible into shares of stock, with or without par value, of any class, for such considerations as said Board of Directors may deem advisable, irrespective of the value or amount of such considerations, but subject to such limitations and restrictions, if any, as may be set forth in the By-laws of the Corporation.

(b) No contract or any other transaction between this Corporation and any other corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are 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 authorize any such transactions, 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 shall have the power from time to time to fix and determine and to vary the amount of working capital of the Corporation, to determine whether any, if any, what part, of the surplus of the Corporation, or of the net profits arising from its business, shall be declared in dividends and paid to the stockholders, subject, however, to the provisions of the charter and to direct and determine the use and disposition of any such surplus or net profits. The Board of Directors may in its discretion use and supply any of such surplus or net profits in purchasing or acquiring any of the shares of the stock of the Corporation or any of its bonds or other evidences of indebtedness, to such extent and in such manner, and upon such lawful terms as the Board of Directors shall deem expedient.

(d) The Corporation reserves the right to make from time to time any amendments of its charter which may now or hereinafter be authorized by law, including any amendments changing the terms of any class of its stock by classification, reclassification or otherwise, but no such amendment which changes the terms of any of the outstanding stock shall be valid, unless such change of terms shall be authorized by the holders of two-thirds of all such stock at the time outstanding, by 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 2nd day of October, 1990.

John E. Clopper (Seal)
John E. Clopper, Sr.

Irene E. Clopper (Seal)
Irene E. Clopper

TEST:

_____

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

THIS IS TO CERTIFY, that on this 2nd day of October, 1990 before me, the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared John E. Clopper, Sr. and Irene E. Clopper known 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 OFFICIAL NOTARIAL SEAL.

Kimberly Marie Smith

Commission Expires
KIMBERLY MARIE SMITH
NOTARY PUBLIC
My Commission Expires February 26, 1994

582

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 023.9 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: RCM

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: John Clapper Sr.
12810 Kending Dr
Clear Spring Md
21722

NOTE:

3376 0164

ARTICLES OF INCORPORATION
OF
KENDING BROS., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 5, 1990 AT 8:52 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3096005

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.

MAILED JAN 17 1991

RETURN TO:
JOHN CLOPPER, SR.
12810 KENDING LN.
CLEAR SPRING MD 21722

070C3040964

A 340090

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

KNIGHT WORKS, INC.

ARTICLES OF AMENDMENT 10-5-90 9030

Knight Works, Inc., a Maryland corporation having a principal office at Route 3, Box 332, Sharpsburg Pike, Hagerstown, Maryland 21740 (hereinafter referred to as "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (hereinafter referred to "Department") that:

FIRST: The Charter of the Corporation is hereby amended to elect Close Corporation status by inserting a new Article THIRD to read as follows:

> "The Corporation shall be a Closed Corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as from time to time amended."

SECOND: The Charter of the Corporation is hereby amended by renumbering former Articles THIRD through TENTH to be numbered Articles FOURTH through ELEVENTH respectively.

THIRD: The Charter of the Corporation is hereby amended by striking in its entirety former Article SIXTH now renumbered Article SEVENTH and by substituting in lieu thereof the following:

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

Kathy Jo Knight
Joel A. Knight"

1990 OCT -5 A 9:00

FOURTH: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advise the foregoing Amendments and by written Informal Action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders of the Corporation duly approved said Amendments.

IN WITNESS WHEREOF, KNIGHT WORKS, 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, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Knight Works, 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: KNIGHT WORKS, INC.

Kathy Jo Knight Secretary By Joel A. Knight President

Kathy Jo Knight, Secretary Joel A. Knight, President

SEAL

586

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 093.9 BUSINESS CODE 03 COUNTY 71

D2582252 ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
M. Lynn Williams
207 S. Potomac St
Hagerstown Md 21740

NOTE:

ARTICLES OF AMENDMENT
OF
KNIGHT WORKS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 5, 1990 AT 9:03 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2582252

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.

MAILED JAN 17 1991

RETURN TO:
M. LYNN WILLIAMS
207 S. POTOMAC STREET
HAGERSTOWN MD 21740

072C3041260

A 340405

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3276 1007

Received for REcord December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

ARTICLES OF INCORPORATION
OF
MARYLAND TROOPERS ASSOCIATION LODGE NO. 88, INC.

10-9-90 9:20 a

FIRST: We, the undersigned, Danny H. Seiler, David E. Hanna, Donald R. Stottlemyer, and James R. Kerns, 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 shall be hereinafter called the Corporation) is:

Maryland Troopers Association Lodge No. 88, Inc.

RECEIVED
'90 OCT 16 AM 8 58
STATE DEPT. OF
ASSESSMENTS & TAXATION

THIRD: The purposes for which the Corporation is formed are to organize and operate a non-profit organization for the purpose of furthering, through fraternal association and activity, the interests of the community, state, and nation in matters relating to, and a part of, law enforcement, criminal justice and criminology, education and training, promotion of education, training, facilities, and other interests to foster fair and effective enforcement of law and encouragement of social and education activities and to promote the concept of professionalism in law enforcement, and to establish, manage, and administer such death, injury and disability relief programs for law enforcement personnel who are members of the Maryland Troopers Association Lodge 88, as may be allowed under the laws and regulations of the United States, State of Maryland, and any other jurisdiction. In pursuance of the foregoing purposes, the objects of the Corporation shall be:

'90 OCT -9 AM 9:20

02898033

1990 10

(A) To acquire, receive by gift, device, purchase, lease or otherwise, property, real, personal, or mixed, and to hold such property for the charitable and educational purposes for which this Corporation is being formed and to dispose of same in whole or in part, as may from time to time become necessary or desirable, provided there is no conflict with the provisions of section 501(c)(8) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended. To sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of, any such property, real, personal and mixed, as purposes may require. To exercise such other powers which now or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that notwithstanding any other provision of these articles, only such powers shall be exercised as are in furtherance of the purposes of the Corporation as may be exercised by any organization exempt under section 501(c)(8) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

(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. 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. To carry on and transact, for itself, or for account of others, the business of general merchants, general brokers, general agents, manufacturers, buyers, and sellers of, dealers in, importers and exporters of natural products, raw materials, manufactured products and marketable goods, wares, and merchandise of every description. To 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 the whole or in part 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. To apply for, obtain, purchase, or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulae, and the like, which might be used for any of the purposes of the Corporation; and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same. 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 such lawful consideration and to secure the payment thereof and od 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.

To carry on any other the business hereinabove enumerated for itself, or for account of others, or through others for its own account 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, businesses, or rights.

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 and 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 or 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 the State.

FOURTH: The post office address of the principal office of the Corporation in this state is 832 South Potomac Street, Hagerstown, Maryland, 21740. The resident agent of the Corporation is George E. Snyder, Jr., whose post office address is 28 Jonathan Street, Hagerstown, Maryland, 21740; who is a citizen of the State of Maryland and actually resides therein.

FIFTH: This Corporation shall be a non-stock corporation and no capital stock shall ever be issued by the Corporation. 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 Corporation shall have a Board of Directors consisting of not less than three (3) members. The number of members on the Board of Directors 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 :

Danny H. Seiler

David E. Hanna

Donald R. Stottlemyer

SEVENTH: Said Corporation is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(8) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, offices, 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 distribution in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation other than by the legally established PAC of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, intervene in (including

the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c)(8) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

NINTH: Upon the dissolution of the Corporation, the Board of Trustees 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 said manner, or to such organization or organizations organized and operated exclusively for the establishment and furtherance of the purposes as hereinabove set forth in Paragraph numbered Third or for such purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(8) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any of the 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 or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on the 2ND day of Oct., 1990, and severally acknowledge same to be our act.

WITNESS:

Donald R. Stottlemyer

Donald R. Stottlemyer

Danny H. Seiler

David E. Hanna

Donald R. Stottlemyer

James R. Kerns

595

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 0239 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax #81701
23		Local Transfer Tax 10/17/90 D.M.C.
31	6	1 Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ____
		Other ____

TOTAL FEES 46

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: MJ

Name Change
(New Name) _____

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

Code _____

ATTENTION: Mykel Hitselberger

MAIL TO ADDRESS: Snyder & Poole, P.A., 308 West Patrick Street, Frederick, Md. 21701

NOTE:

ARTICLES OF INCORPORATION
OF
MARYLAND TROOPERS ASSOCIATION LODGE NO. 88, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 9, 1990 AT 9:20 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

03101 375

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.

MAILED JAN 17 1991
RETURN TO:
SNYDER & POLE, P.A.
ATTN: MYKLE HITSELBERGER
308 WEST PATRICK ST.
FREDERICK MD 21701

07703041384

A 340967

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

3279 0999

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

ARTICLES OF AMENDMENT

A&J CRANE RENTAL, INC. 10-9-90 9:43a

A&J Crane Rental, Inc. (hereinafter referred to as the "Corporation"), a Maryland corporation, having its principal place of business at Route 1, Box 215, Clearspring, Maryland 21722, 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 striking out Articles SECOND and Article FIFTH thereof in their entirety and by substituting in lieu thereof the following new Article SECOND and Articles FIFTH:

"SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is C & H Crane Rental, Inc."

"FIFTH: The post office address of the principal office of the Corporation in this State is 1237 Rockdale Road, Clear Spring, MD 21722. The name and post office address of the Resident Agent of the Corporation in this State is Jerry Lee Cunningham, 349 Antietam Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SECOND: The amendments herein certified shall become effective at the close of business on the day these Articles of Amendment are filed with the Department in accordance with the Corporations and Associations Article of the Annotated Code of Maryland.

THIRD: By written Informal Action, unanimously taken by the Stockholders of the Corporation, pursuant to and in accordance with §2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Stockholders duly advised and adopted the aforegoing Amendments.

FOURTH: No director action was taken as the Corporation is a Maryland Close Corporation which elected to have no Board of Directors.

IN WITNESS WHEREOF, A&J Crane Rental, Inc. has caused these presents to be signed in its name on its behalf by its President and its Corporate Seal to be hereunder affixed and attested to by its Secretary this 28th day of September, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of A&J Crane Rental, Inc. and under penalties of perjury, that

the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

A&J CRANE RENTAL, INC.

ATTEST:

(Affix Corporate Seal)

BY: Joseph A. Hartman
Joseph A. Hartman, President

Cheree D. Hartman
Cheree D. Hartman, Secretary

STATE OF MARYLAND, COUNTY OF WASHINGTON, TO-WIT:

I HEREBY CERTIFY, that on the 28th day of September, 1990, before me the undersigned officer in and for the State and County aforesaid, personally appeared Joseph A. Hartman, who acknowledged herself to be the President of A&J Crane Rental, Inc., a corporation, and that he, as such President, being authorized so to do, and individually, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by himself as President.

WITNESS my hand and Official Notarial Seal.

Rixie M. DeGrange
Notary Public

My Commission Expires:
May 1, 1992

BOOK 1649

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

599

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

MA

DOCUMENT CODE 9A BUSINESS CODE _____ COUNTY 71

D2892123 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 20

Name Change (New Name) C + H Crane Rental, Inc.

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

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Richard Lauricella
498 N. Potomac St.
Hagerstown Md 21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: RS

600

ARTICLES OF AMENDMENT
OF
A&J CRANE RENTAL, INC.
CHANGING ITS NAME TO:
C & H CRANE RENTAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 9, 1990 AT 9:43 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D2892123

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.

JAN 17 1991

RETURN TO:
RICHARD LAURICELLA
498 N. POTOMAC ST.
HAGERSTOWN MD 21740

073C3041388

A 340524

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3276 1547

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR FILING

601

10-11-90 8:31A

FIRST CHRISTIAN CHURCH OF BOONSBORO, INC.

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 **FIRST CHRISTIAN CHURCH OF BOONSBORO, INC.** (the "Religious Corporation") to serve as trustees (the "Trustees") in the name and on behalf of the Religious Corporation to manage its estate, property, interest and inheritance, pusuant 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 **FIRST CHRISTIAN CHURCH OF BOONSBORO, INC.**

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

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

(a) The Religious Corporation is organized exclusively for religious, educational and charitable purposes, including, for such purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such religious, charitable and educational purposes, all for the public welfare and for no other purposes; and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and p poses 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, and under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes of any of them and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including

0200 0384

one.....

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

(b) No part of the net earnings of the Religious Corporation shall inure to the benefit of or be distributable to its members, Trustees, officers or other private persons, except that the Religious Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article THIRD, Section (1) hereof. No substantial part of the activities of the Religious Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Religious Corporation shall not participate, or intervene, (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this Plan, the Religious Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or, (b) by a corporation contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

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

[redacted]

two.....

(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 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 case 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:

3279 1705

three.....

(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 membership has been duly confirmed by the Trustees.

(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 address of the principal place of worship of the Religious Corporation is, 12 St. Paul Street, Boonsboro, Maryland 21713. The name and address of the resident agent of the Religious corporation are: Mrs. Nita D. Glaser, 20 Redwood Drive, Hagerstown, Maryland 21740.
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 prusuant to the By-Laws of the Religious Corporation but shall never be less then four(4), or more than four(4). The names and addresses of those persons serving as initial Trustees are: Nita Glaser, 20 Redwood Drive, Hagerstown, Maryland 21740; Cleo Overton, 116 West North Street, Hagerstown, Maryland 21740; Rosalie Putman, 14 St. Paul Street, Boonsboro, Maryland 21713; Rebecca Fably, 7093 Fern Lane, Middletown, Maryland 21769.

four.....

SEVENTH: The Religious Corporation is not organized for profit; it shall have no capital stock and shall not be authorized it 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 selfdealing as defined 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.

five.....

1278 1707

(4) The Corporation shall not make any investment 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 30th day of September, 1990, and we acknowledge the same to be our acts.

WITNESS:

x Rita D. Glover

x Eles A. Crecta

x Rosalie Putman

x Sherrer A. Falley

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02 MA BUSINESS CODE 16 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: First Christian Church of Boonsboro, Inc
12 St. Paul St.
Boonsboro, Md.
21713

TOTAL FEES 40

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCM

ARTICLES OF INCORPORATION
OF
FIRST CHRISTIAN CHURCH OF BOONSBORO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 11, 1990 AT 8:31 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3101730

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.

MAILED JAN 17 1991

RETURN TO:
FIRST CHRISTIAN CHURCH OF
BOONSBORO, INC.
12 ST. PAUL ST.
BOONSBORO MD 21713

078C3042017

A 341080

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3278 1702

Received for REcord December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

1990 OCT 11 A 9:35

SPECIAL MEETING OF THE STOCKHOLDERS

OF

NATURE BOUTIQUE, LTD.

(A Maryland Close Corporation)

Both shareholders of the Corporation (Stephen R. Sessions and Pamela A. Sessions) met October 1, 1990 in the City of Hagerstown, Maryland and unanimously voted to change the address of the principal place of business of the Corporation to:

Nature Boutique, Ltd., t/a Wild Birds Unlimited
1423 Dual Highway
Hagerstown, Maryland 21740
(301) 739-2284

There being no further business the meeting was adjourned by President Sessions.

Pamela A. Sessions
Pamela A. Sessions, Secretary

I certify that the above is a true copy of the minutes of October 1, 1990 meeting whereat a change of address was approved.

Pamela A. Sessions
Pamela A. Sessions, Secretary

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECEIVED FOR PAYMENT
10/11/90 at 9:35 A.M.

02848276

610

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D3024241 ____ P.A. ____ Religious ____ Close ____ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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80		For. Limited Partnership
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Wild Bird Unlimited
1423 Dual Highway
Hagerstown MD 21740

TOTAL FEES $10.00

1 Check ____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

CHANGE OF PRINCIPAL OFFICE
OF
NATURE BOUTIQUE, LIMITED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 11, 1990 AT 9:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D3024247

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.

RETURN TO:
WILD BIRD UNLIMITED
1423 DUAL HIGHWAY
HAGERSTOWN MD 21740

075C3041611

A 340720

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

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR FILMING

10-12-90 BY 9:01A

R. W. HARRELL'S PUMP SERVICE, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: We, Ronnie W. Harrell and Diane B. Harrell, his wife, whose office address is 18809 Burnside Bridge Road, Sharpsburg, Washington County, Maryland 21782, 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

R. W. Harrell's Pump Service, Inc.

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

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

(1) To operate a business for the installation, maintenance, and repair of water well pumps and related equipment and services.

(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 office address of the principal office of the Corporation in Maryland is 18809 Burnside Bridge Road, Sharpsburg, Washington County, Maryland 21782. The name and office address of the Resident Agent of the Corporation in Maryland is Ronnie W. Harrell, 18809 Burnside Bridge Road, Sharpsburg, Washington County, Maryland 21782. Said Resident Agent is a citizen of Maryland and actually resides therein.

1990 OCT 12 A 9:06

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

SEVENTH: After completion of the organizational meeting of the Directors, and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two (2) directors, whose names are Ronnie W. Harrell and Diane B. Harrell.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 9th day of October, 1990, and we acknowledge the same to be our act.

WITNESS:

Cathy L. Blair — Ronnie W. Harrell
Ronnie W. Harrell

Cathy L. Blair — Diane B Harrell
Diane B. Harrell

611

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02SL BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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51		Foreign Name Registration
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56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: Wm. C. Wantz, ESQ.

MAIL TO ADDRESS: Kaylor & Wantz
123 W. Washington St.
Hagerstown Md.
21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: DMH

ARTICLES OF INCORPORATION
OF
R. W. HARRELL'S PUMP SERVICE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 12, 1990 AT 9:01 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3099629

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.

MAILED JAN 17 1991

RETURN TO:
KAYLOR & WANTZ
ATTN: WM. C. WANTZ, ESQ.
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

075C3041557

A 340676

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

7277 2109

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
10-12-90 at 9:01 A.M.

ARTICLES OF INCORPORATION

OF

J. F. WEBBER CONSTRUCTION, INC.

THIS IS TO CERTIFY:

FIRST: We, the undersigned, John F. Webber, whose post office address is 28 Emerald Drive, Hagerstown, Maryland 21740; and Lesley E. Webber, whose post office address is 28 Emerald Drive, Hagerstown, Maryland 21740, each being at least eighteen (18) 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 J. F. WEBBER CONSTRUCTION, INC.

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

To build and/or construct new residential housing.

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.

YDER & POOLE, P.A. ATTORNEYS AT LAW
RSTOWN, MARYLAND
DERICK, MARYLAND

ASSESSMENTS & TAXATION
STATE DEPT. OF
RECEIVED
90 DEC 17 AM 9:01

02858120
REC'D

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 28 Emerald Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is John F. Webber, 28 Emerald Drive, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 5000 shares (having a total aggregate par value of $50,000.00) each share having a par value of $10.00.

SIXTH: The number of directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3) provided that:

A. If there is no stock outstanding, the number of

3275 2360

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 qualified are: John F. Webber and Lesley E. Webber.

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 26 day of Sept., 1990.

Kelly A Hoenbecker — John F. Webber
John F. Webber

Kelly A Hoenbecker — Lesley E. Webber
Lesley E. Webber

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

I HEREBY CERTIFY, that on this 26th day of Sept., 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John F. Webber and Lesley E. Webber, 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.

Kelly A Hoenbecker
Notary Public

My Commission Expires: 3-1-93

NOTARY PUBLIC

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

619

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 4
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54		For. Supplemental Cert.
53		Foreign Resolution
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600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

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

Code _____

ATTENTION: Steven C. Kessell

MAIL TO ADDRESS: Snyder & Poole
28 Jonathan St.
Hagerstown Md
21740

TOTAL FEES 50

✓ Check ____ Cash

NOTE: Copy made

_____ Documents on _____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
J. F. WEBBER CONSTRUCTION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 12, 1990 AT 9:01 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3098621

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.

RETURN TO:
SNYDER & POOLE
ATTN: STEVEN C. KESSELL
28 JONATHAN ST.
HAGERSTOWN MD 21740

074C3041457

A 340585

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STEJONS, INC.

ARTICLES OF REVIVAL

Title 3, Subtitle 508-509-510 of

"CORPORATIONS AND ASSOCIATES ARTICLE" OF

THE ANNOTATED CODE OF MARYLAND

10-12-90 11:29a

Stejons, Inc., a Maryland Corporation, having its principal office in Hagerstown, Washington County, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND that:

FIRST: The Charter of the Corporation was forfeited on October 11, 1989, for the non-payment of taxes or for failure to file an annual report with the STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND, and these Articles of Revival are for the purpose of reviving and reinstating the charter of the Corporation.

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

THIRD: The name by which the Corporation will hereafter be known is Stejons, Inc.

FOURTH: (a) The post office address of the principal office of the Corporation in the State of Maryland is Washington County Regional Airport, Route 11 North, Hagerstown, Maryland 21740.

(b) The name and post office address of the resident agent of the Corporation in the State of Maryland is John G. Phipps, Washington County Regional Airport, Route 11 North, Hagerstown, Maryland 21740.

1990 OCT 12 A 11:29

02888035

FIFTH: At or prior to the filing of these Articles of Revival, the Corporation has:

(a) Paid all fees required by law;

(b) Filed an annual report 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 which, 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 the 5th day of Sept, 1990.

ATTEST: STEJONS, INC.

John W. Fisher
Secretary

BY: John G. Phipps
President

STATE OF MARYLAND, County of Washington, ss:

I HEREBY CERTIFY, that on this 5th day of Sept., 1990, before me, the subscriber, a Notary Public of the State of Maryland in and for the County of Washington, personally appeared John G. Phipps, the last acting President and John W. Fisher, the last acting Secretary of Stejons, Inc., a Maryland Corporation, and severally acknowledged the foregoing Articles of Revival to be their act.

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

Notary Public

My Commission Expires:
6/1/92

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

623

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

DOCUMENT CODE 183.8 BUSINESS CODE 03 COUNTY 71

D 2423564 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and ____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ____
		Other ____

TOTAL FEES 50

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: Jro

Name Change
(New Name) _____

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

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Michael Day
Suite 300
120 W. Wash. St.
Hagerstown Md
21740

NOTE: abatement of assessments by MG no clearance needed

Jro

THE ARTICLES OF REVIVAL
OF
STEJONS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 12, 1990 AT 11:29 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D2423564

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.

MAILED JAN 17 1991

RETURN TO:
MICHAEL DAY
STE. 300, 120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

078C3042078

A 341130

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for REcord December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
10-16-90 at 8:48 a.m.

ARTICLES OF INCORPORATION

1990 OCT 16 A 8:48

FIRST: That I, Teresa L. Shifler, whose mailing address is 114 Orchard Dr., Boonsboro, Washington County, Maryland, 21713, being at least twenty-one (21) years of age, am hereby forming a corporation under and by the virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the "Corporation") is Kid's Club, Inc., a child care center.

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

(a) The Corporation is organized exclusively for educational and charitable purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such school-related, charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, for such objects and purposes of any of them, any property, real, personal or mixed, without limitation as to the amount of value, except such limitations, if any, as may be imposed by law; 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 purposes" within the meaning of such terms as defined in the NINTH Article 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 aforegoing 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 Annoted Code of Maryland for school-related, educational and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

0289805C

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

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

(1) To consider and deal by all lawful means with common problems involved in developing and operating a program of after school care for the students of the Boonsboro Elementary School and other elementary school students as the space is available.

(2) To develop a program of after school care for students of the Boonsboro Elementary School in grades K through 5 and other children in grades K through 5 as space is available.

(3) The Corporation is organized and operated exclusively for the stated purpose and for other non-profit purposes, and no part of any net earnings shall inure to the benefit of any member.

FOURTH: The mailing address of the principal office of the Corporation in this State is The Boonsboro Elementary School, 5 Campus Drive, Boonsboro, Washington County, Maryland 21713. The name and address of the Resident Agent of the Corporation in the State of Maryland is Mrs. Teresa L. Shifler, 114 Orchard Drive, Boonsboro, Washington County, Maryland 21713. The resident Agent is an individual actually residing in the State of Maryland.

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

SIXTH: The number of Directors of the Corporation shall be a minimum of 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 organizational or annual meeting or until their successors are duly chosen and qualified are: Teresa L. Shifler, Kendra N. Showe, Nicole L. DuBrowa and Brenda L. Regenold.

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.

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 not be 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 organizaiton described in this Article NINTH shall be entitiled to exemption from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended.

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

3279 0153

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 tax laws.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

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

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

(3) With respect to any corporate representative other than a present or former director or officer, the Corporation may indemnify such corporate representative in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section; provided, however, that to the extent a corporate representative other then 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 of officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 28 day of September, 1990, and I acknowledge the same to be my act.

WITNESS:

Teresa L. Shifler

Teresa L.Shifler

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

I HEREBY CERTIFY that on this 28th day of September, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Teresa L. Shifler, and acknowledged the foregoing Articles of Incorporation to be her act and deed and further made oath in jue form of law that the matters and facts set forth in said Articles of Incorporation with respect to the approval thereof are true to the best of her knowledge, information and belief.

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

Barbara M. Wyand

Notary Public

NOTARY PUBLIC WASHINGTON, MARYLAND

630

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 023 BUSINESS CODE 04 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
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65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
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91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: SMZ

Name Change
(New Name) _____

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

Code _____

ATTENTION: Teresa L. Shifler

MAIL TO ADDRESS: Teddy Bear Day Care, Inc.,
201 Orchard Drive
Boonsboro, Md. 21713

NOTE:

DATE _____

ARTICLES OF INCORPORATION
OF
KID'S CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 16, 1990 AT 8:48 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3100161

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.

RETURN TO:
TERESA L. SHIFLER
TEDDY BEAR DAY CARE, INC.
201 ORCHARD DRIVE
BOONSBORO MD 21713

076C3041735

A 340840

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

632 Received for Record December 10, 1990 at 11:00 a.m.
Corporation Record Liber 43

10/18/90 9:00

STRONGCO, INC.

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

ARTICLES OF INCORPORATION

FIRST: The undersigned, Deborah A. Strong, whose post office address is 5102 Western Pike, Hancock, Maryland 21750, and, John V. Cohill, whose post office address is 5102 Western Pike, Hancock, Maryland 21750, both 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 hereafter called the "Corporation," is StrongCo, 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 contract for the installation of insulation and the removal and the encapsulation of asbestos under direct contract by the Corporation or by subcontracting from or to other companies, within or without the State of Maryland.

B. To acquire, purchase, sell, own, hold, lease, rent, mortgage, operate, develop, maintain, pledge, exchange, transfer, improve, invest in, or otherwise dispose of, real estate, lands, and all kinds of property, both real and personal, of every class and description, or any interest therein whatsoever, situated within or without the State of Maryland.

C. To borrow or raise money for any of the purposes of the Corporation and to issue mortgages, bonds, debentures, notes or other obligations of any nature, in any manner permitted by law, for money so borrowed or in payment of property purchases, or for any other lawful considerations.

D. To carry on any other business or businesses which may be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, to also facilitate it in

1990 OCT 18 A 9:0

the transactions of any business that may be calculated, directly or indirectly, to increase the value of its property or rights.

E. To hold, own, apply for, lease and in any way hold patents, trademarks, labels, copyrights under and by virtue of the patent laws of the United States of America or any foreign country.

F. To do any and all things that corporations may now to under the General Incorporation Laws of this State and the above expressed views are in furtherance of and not in limitation of the acts which the said Corporation may do under and by virtue of the General Incorporation Laws of the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation in this state is 5102 Western Pike, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this state are John V. Cohill, 5102 Western Pike, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

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

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is Deborah A. Strong.

EIGHTH:

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

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

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

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 3RD day of October, 1990, and I acknowledge the same to be my act.

WITNESS: Betty J Porter

Deborah Ann Strong
DEBORAH ANN STRONG

WITNESS: William J Cohill

John V. Cohill
JOHN VINCENT COHILL

State of Maryland)
) ss:
County of Prince George)

I hereby certify that on this 3rd day of October, 1990, before me, the subscriber, a notary public of the State of Maryland in and for the County of Prince George personally appeared Deborah Ann Strong and acknowledged the foregoing Articles of Incorporation to be her act.

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

Anna Lee Sadler
Notary Public

My Commission Expires:
July 1, 1994

State of Maryland)
) ss:
County of Washington)

I hereby certify that on this 6 day of August, 1990, before me, the subscriber, a notary public of the State of Maryland in and for the County of Washington personally appeared John Vincent Cohill and acknowledged the foregoing Articles of Incorporation to be his act.

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

Mary Frances Stetler
Notary Public

My Commission Expires:
2/1/95

636

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02 n.a. BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ____ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Deborah Strong
8916 Tall Cedar Ln.
Clinton, Md 20735

NOTE:

ARTICLES OF INCORPORATION
OF
STRONGCO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 18, 1990 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3102431

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.

MAILED JAN 17 1991

RETURN TO:
DEBORAH STRONG
8916 TALL CEDAR LANE
CLINTON MD 20735

079C3042130

A 341182

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3279 2307

Received for Record December 10, 1990 at 11:06 a.m.
Corporation Record Liber 43
638

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
10/24/90 at 13:52 p.m.

WEIGHT LOSS CLINIC OF HAGERSTOWN, INC.

ARTICLES OF INCORPORATION

ARTICLE 1: The UNDERSIGNED, SHARON J. LANTZ and SIDNEY P. ROACH each being at least twenty-one (21) years of age, do hereby proclaim that they are forming a corporation, under and by virtue of the general laws of the State of Maryland.

ARTICLE 2: The name of the corporation (which is hereinafter called the Corporation), is WEIGHT LOSS CLINIC OF HAGERSTOWN, INC.

ARTICLE 3: The purposes for which the Corporation is formed are as follows:

A. To own, operate, keep and maintain a business for the purpose of providing image and weight loss counseling, vending dietary food aids and vitamins, and providing exercise equipment and other such aids as will be deemed helpful to allow individuals to safely lose weight.

B. To manufacture, purchase or otherwise acquire, hold, mortgage, pledge, sell, transfer, or in any manner incumber 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 incumber 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.

1990 OCT 24 P3:52

E. To purchase, lease, or otherwise acquire all or any part of the property rights, businesses, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership, or individual, (including the Estate of an 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, guarentee, assume and pay the indebtedness and liabilities thereof, and to pay or any such property, rights, businesses, contracts, good will, franchises, or assets, by the issue in accordance with the laws of the Corporation or otherwise.

F. To apply for, obtain, purchase,or otherwise acquire any patents, copyrights, licenses, trademarks, trade names,rights, processes, formula, and the like, which may be used for any purposes of the Corporation; and to use, exercise, develop, grant, license in respect of, sell and otherwise turn to account the same.

G. To sell, lease, convey, transfer, lend, and dispose of any and all of its assets in the manner permitted by law, and to accept in return therefore, property, cash, bonds, stocks, or other things of value.

H. To borrow, or raise money for the purposes of the Corporation and to issue notes, bonds, debentures 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, 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 of such notes, debentures or other obligations of the Corporation for its corporate purposes.

I. To subscribe, or otherwise contract for, purchase, or otherwise acquire, own, hold, sell, or otherwise dispose of, any stocks, bonds, notes, or other securities or obligations of any other corporation or corporations of the State of Maryland, or any other state, territory, district, or county, and to exercise all rights and powers of ownership thereof, including the right to vote and to make contracts, (including contracts to guarentee payment of any debts or securities or performance of any obligations or contracts) engagements, advances, or expenditures, to aid or to promote the interests of any corporation, in whose stock or securities it shall have an interest.

J. To carry on any other business which may seem to the Corporation to be calculated directly or indirectly, to effectuate the aforsaid objects, or any of them or any part of them, for the transaction of any other buasiness that may be calculated directly or indirectly to enhance the value of its property, business or rights.

K. To perform all or any part of the aforsaid purposes and objects as principal, agent, contractor, or otherwise, either alone or through, or in conjunction with any person, firm, association, co-partnership, or corporation.

L. The aforegoing objects or purposes shall, except when otherwise expressed, be in no ways limited or restricted by reference to, or inference from the terms of any other clause of this or any other articles of these Articles of Incorporation or of any admendment thereto and shall each be regarded as independent and construed as powers as well as objects and purposes.

M. To make and enter into all manner and kinds of contracts, agreements, and obligations by or with any person or persons, corporation or corporations, for the purchasing, acquiring, holding, manufacturing and selling, or otherwise dealing in, any and all kinds of goods, articles, or personal or real property whatsoever, and generally with full power to perform any and all acts connected therewith or arising therefrom, or incidental thereto, and any and all acts proper and necessary for the purpose of the business.

N. To carry on the business at any place or places within the jurisdiction of the United States, and in any and all foreign countries, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of and deal with real and personal property, at any such place or places.

O. To purchase or otherwise acquire, undertake, carry on, improve or develop all or any of the business, good will, rights, assets or liabilities of any person, firm, association or corporation carrying on any kind of business the same as, or of a similar nature to, that which this corporation is authorized to carry on pursuant to the provisions of this certificate.

P. To acquire the good will, rights, property and assets of all kinds and to undertake the whole or any part of the liabilities of any person, firm, association, or corporation on such terms and conditions, as may be agreed on, and to pay for the same in cash, stock, bonds, debentures, evidences of indebtedness, or other securities of this company.

Q. To aid in any manner any corporation,association,or organization whose bonds or other securities or evidences of indebtedness of which, or any stock in which, are held by or for this Corporation,or with which the Corporation is or may be in association in any way, and to do any and all

acts and things, deemed necessary or proper to protect, preserve or improve or enhance the value of any such bonds or other securities or evidences of indebtedness or such stock or any other property of this corporation. To vote for or consent to the liquidation or transfer of assets of any corporation of which this Corporation owns all or part of its capital stock and to acquire the property of such corporation.

R. It is distinctly understood that the above powers granted to the Corporation are in furtherance and not limitation of the general powers conferred by law upon corporations; and it is not intended by the mention of any particular purposes, object, or business, in any manner to limit or restrict any of the powers of the Corporation.

ARTICLE 4: The post office address of the principal office of the Corporation in this state is, 623 Dual Highway Hagerstown, Maryland 21740. The resident agent of the Corporation is SHARON J. LANTZ, whose post office address is 623 Dual Highway Hagerstown, Maryland 21740. Said resident agent is an individual, actually residing in this state.

ARTICLE 5: I do hereby further certify that the total amount of the authorized stock of this Corporation is Five Thousand (5,000) shares of common stock of no par value.

ARTICLE 6: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the power of the Corporation of its directors and stockholders:

A. The Board of Directors of the Corporation is hereby empowered to authorize issuance, from time to time, of stock for such considerations as the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the various By-laws of the Corporation.

B. The Board of Directors shall have the power, from time to time, to fix and determine and to vary the amount of working capital of the Corporation and to direct and determine the use and disposition of any surplus or net profits; and the amount of surplus or net profits of the Corporation to be reserved before the payment of any dividend, shall rest wholly in the discretion of the Board of Directors.

C. No holders of the 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 to subscription to any shares or convertible shares except as the Board of Directors in its discretion may fix,and any shares or convertible shares which the Board of Directors may determine to offer for subscription to holders of stock may, as said Board of Directors may determine, be offered to holders of any class or classes of stocks, at the time existing to the exclusion of any or all other classes at the time existing.

D. Any officer or employee of the Corporation may be removed at any time without cause by the Board of Directors, or by any committee or superior officer upon whom such power may be conferred by the By-laws or by authority of the Board of Directors, and such action shall be conclusive on the officer or employee removed.

E. The Corporation reserves the right to make, from time to time, any amendments of its charter, which may or hereafter be authorized by law,including any amendments changing the terms of any class of its stock by classification, reclassification, or otherwise, any such amendment which 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.

F. No action which may be taken by the Board of Directors of the Corporation and respect of which any director may have a pecuniary or personal interest either on his own behalf or on behalf of any other person shall be avoided or avoidable or otherwise affected by reason of such interests, regardless of whether such director voted in favor of or against such action or abstained from voting and if whether the presence of such director was necessary for a quorum and no such director shall have any liability by reason of such interests.

ARTICLE 7: 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 and residences of the persons who have been selected as Board of Directors to manage the business and affairs of this Corporation for the first year, or until their successors are duly chosen and qualified are as follows:

1. SHARON J. LANTZ	623 DUAL HWY. Hagerstown, MD 21740
2. SIDNEY P. ROACH	1505 W. Pekin Lebanon, OH 45036
3. WALTER A. DARROW	1007 Portugal Dr. Stafford, VA 22554

ARTICLE 8: The duration of the Corporation shall be perpetual.

ARTICLE 9: The annual meeting of the stockholders for the election

of officers shall be held at the office of the Corporation on the first Saturday in September, 1990, and on the first Saturday in August in each year thereafter. The vote in the election for directors shall be by ballot, and the election may be conducted in such a manner and form as may be provided by the By-laws. The director receiving the highest number of votes shall hold his office for three (3) years, and until his successors are elected; the dirctore receiving the next highest number of votes shall hold his office for two (2) years, and until his successors are elected; the director receiving the lowest number of votes shall hold office for one (1) year, and until his successors are elected. At the first annual meeting thereafter, one(1) director shall be elected for the term of three (3) years and at each annual meeting thereafter, one (1) director shall be elected for the term of three (3) years, the intent being that one-third (1/3) of such Board of Directors shall be elected annually.

ARTICLE 10: Immediately upon the election of the directors and the adjournment of the stockholder's meeting, or as soon thereafter as convenient, the directors so elected shall meet and organize by electing one of their number president, and one of their number vice-president, and by electing from their number or from the stockholders (or same persons, if desired), a secretary and a treasurer, each of whom shall perform such duties and powers as generally appertain to such offices and as may be stated or required of them by the By-laws or by the Board of Directors.

3390 0706

ARTICLE 11: The private property of stockholders of this Corporation shall not be subject to the payment of the Corporation debt in any amount or to any extent whatever.

ARTICLE 12: These articles may be changed, altered, or amended at any authorized meeting of the stockholders by a vote of the stockholders representing a majority of the stock.

IN WITNESS WHEREOF, I have hereunto set my hand this 23rd day of October, 1990.

Witness as to all:

Sharon J. Lantz
SHARON J. LANTZ (SEAL)

Velma M. Maynard

Sidney P. Roach
SIDNEY P. ROACH (SEAL)

STATE OF OHIO
SS: 278 32 2024
COUNTY OF MONTGOMERY

I HEREBY CERTIFY that on this 23rd day of October, 1990 before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, SHARON J. LANTZ and SIDNEY P. ROACH, the aforesigned and acknowledged the aforegoing Articles of Incorporation to be their act and deed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and Notary Seal on the date hereinbefore mentioned.

Susalee W. Higginbotham
SUSALEE W. HIGGINBOTHAM
Notary Public, State of Ohio
My Commission Expires August 27, 1995

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 022g BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Sidney P Roach 1505 W. Pekin Road
Lebanon, Ohio 45036

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.m.T

648

ARTICLES OF INCORPORATION
OF
WEIGHT LOSS CLINIC OF HAGERSTOWN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 24, 1990 AT 3:52 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3105756

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.

MAILED JAN 17 1991

RETURN TO:
SIDNEY P. ROACH
1505 W. PEKIN ROAD
LEBANON OH 45036

083C3042602

A 341600

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
10-22-90
10-23-90 8148

Dear sirs,

It is in the intrest of Joe Barnes and Steve Barnes to form an incorporation.The incorporations name will be as follows:

A: Barnes and Barnes Drywall Contractors, Inc.

The undersighned Joe Barnes of 326 Lanafield Cir.
Boonsboro, MD.21713

And Steve Barnes of 326 Lanafield Cir.
Boonsboro, MD.21713 being at least eighteen years of age,does (do) hearby form a corporation under the general laws of the state of Maryland.

The name of the corporation (wich is hereinafter called the corporation) is Barnes and Barnes Drywall Contractors, Inc.

The purpose for wich the corporation is formed are as follows:

A: To present a more professional company to our customers.
B: To have corporate guidelines to follow.
C: For corporate status.

1990 OCT 30 A 8:47

The post office address of the principal office of the corporation in Maryland is:

326 Lanafield Circle,
Boonsboro, MD. 21713

The name and the address of the resident agent is,

Joe Barnes
326 Lanafield Circle
Boonsboro, MD. 21713

1990 OCT 23 A 8:48

The total number of stock wich the corporation has authority to issue is (1,000.00) shares or the par value of ($1.00) a share, all of one class, and having an aggregate par value of ($100,000.00).

The number of the directors of the corporations shall be (2) wich number may be increased or decreased pursuant to the bylaws of the corporation, and so long as there are less than (3) stockholders, the numbers of directors may be less than (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: Joe Barnes and Steve Barnes.

00038005

The following provisions are hearby adopted for the purposes of defining, limiting and regulating the powers of the corporation and of the directors and stockholders.

The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, We have undersighned these articals of incorporation on 10-22-90,and severally acknowledge the same to be our act.

Joe P. Barnes 10/22/90 Stephen Barnes 10/22/90
Joe P. Barnes Stephen Barnes

650

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ____
		Other ____

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Joe Barnes
326 Lanafield Circle
Boonsboro, Md. 21713

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY JMT

3282 0172

ARTICLES OF INCORPORATION
OF
BARNES AND BARNES DRYWALL CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 23, 1990 AT 8:48 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3109550

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.

RETURN TO:
JOE BANES
326 LANAFIELD CIRCLE
BOONSBORO MD:21713

088C3040163

A 342200

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3292 0170

Received for Record January 8, 1991 at 10:00 a.m.
652 Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
10-29-90 at 1:31 P.M.

THE HAGERSTOWN GIRLS' CLUB OF HAGERSTOWN, MARYLAND, INC.

ARTICLES OF AMENDMENT

THE HAGERSTOWN GIRLS' CLUB OF HAGERSTOWN, MARYLAND, INC., a Maryland corporation, having its principal office at 626 Washington Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended to change the name of the Corporation from:

THE HAGERSTOWN GIRLS' CLUB OF HAGERSTOWN, MARYLAND, INC.

to

GIRLS, INC. OF WASHINGTON COUNTY

1990 OCT 29 P 1:31

SECOND: The Articles of Incorporation are hereby amended by striking in its entirety Article FOURTH and by substituting in lieu thereof the following:

"FOURTH: The post office address of the principal office of the Corporation in this State is 626 Washington Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Douglas whose address is 21 Summit Avenue, Hagerstown, Maryland 21740. Said resident agent is an individual actually residing in this State."

03038105
7294 1979

THIRD: The Board of Directors of the Corporation, at a meeting duly convened and held on June 11, 1990, adopted a resolution in which was set forth the amendment to the corporate name, declaring that the said amendment was advisable and directing that it be accomplished.

IN WITNESSTH WHEREOF, THE HAGERSTOWN GIRLS' CLUB OF HAGERSTOWN, MARYLAND, INC., has caused these presents to be signed in its name and on its behalf by its President and its Corporate Seal to be hereunder affixed and attested by its Secretary on this 22nd day of October, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of THE HAGERSTOWN GIRLS' CLUB OF HAGERSTOWN, MARYLAND, INC., and its Board of Directors, and that there are no voting members other than the Directors of this non-stock corporation and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

THE HAGERSTOWN GIRLS' CLUB
OF HAGERSTOWN, MARYLAND, INC.

Richard W. Douglas (SEAL)
Secretary

By: Mary Beth Alphin
President

3284 1979

654

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 9A MA BUSINESS CODE 04 COUNTY 71

W 0233395 ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	7	1 Certified Copy 2p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		___ Corp. Good Standing
NA		Foreign Corp. Registration
87		___ Limited Part. Good Standing
71		Financial
600		___ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL FEES 27

✓ Check ___ Cash

___ Documents on ___ checks

APPROVED BY: JPO

Name Change (New Name) Girls, Inc. of Washington County

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

Code ___

ATTENTION: ___

MAIL TO ADDRESS: Richard Douglas
21 Summit Ave
Hagerstown, Md
21740

NOTE: Copy provided

3284 1980

ARTICLES OF AMENDMENT
OF
THE HAGERSTOWN GIRLS' CLUB OF HAGERSTOWN,
MARYLAND, INC.
CHANGING ITS NAME TO:
GIRLS, INC. OF WASHINGTON COUNTY

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 29, 1990 AT 1:31 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D0233395

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.

RETURN TO:
RICHARD DOUGLAS
21 SUMMIT AVENUE
HAGERSTOWN MD 21740

086C3043040

A 341992

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. ~~3284 1977~~

3284 1977

656 Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
10-29-90 3:15 p

ARTICLES OF INCORPORATION
OF
B & M CORPORATION.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber Raman R. Desai, whose post office address is 10404, Calumet Drive, Silver Spring, Maryland, 20901, 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, and with the intention of forming a corporation, execute and file these Articles of Incorporation.

SECOND: That the name of the corporation which is hereinafter called the Corporation is: B & M CORPORATION.

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

To purchase, acquire, own, hold, improve, sell, exchange, lease, and deal in real estates, lands, leaseholds, rights in real property, and to operate shopping centers, motels or nursing homes, and developement of landsites for any real estate activities.

To engage in the business of construction of homes, dwellings, office buildings, shopping centers, construction management, civil engineering, designing of buildings, and research activity of tangible things related thereto ; to represent and act as agent, manager, consultant for other persons or entities engaged in any related field; to design, develop, promote, market, sell, copyright patent or otherwise protect by trademark any service activities or tangible thing related to this field.

To engage in the business of general contracting.

030 3284 1825

To manufacture,buy, hold, sell, deal in, and dispose of goods, wares, merchandise, implements, and other personal or mixed property of every kind, tangible or intangible.

To purchase, operate, or otherwise acquire any franchises, rights, licenses, charters, concessions, grants, or privileges necessary convenient or appropriate for any business of the Corporation.

To let concessions to others to do any of the things that this Corporation is empowered to do and to enter into, make, perform and carry out contracts and arrangements of every kind and character permissible by law.

To do all and everything necessary, suitable and proper for the accomplishment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms, or individuals, as partner, joint venturer or in any other capacity and to do every act or acts incidental or appurtenant to or connected with the aforesaid business.

The forgoing enumeration of the purpose, objects, and business 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 purposes, objects, or business in any manner to limit or restrict the generality of any other purposes, objects, or business mentioned or to limit or restrict any of the powers of the Corporation.

FOURTH: The post office address of the principle office of the corporation in the state of Maryland is 510, Cherry Tree Drive, Hagerstown, Maryland, 21740.

3294 1925

The name of the resident agent of the Corporation in the state of Maryland is Mr. Bharatkumar Kothari, whose post office address is 510, Cherry Tree Drive, Hagerstown, Maryland, 21740.

FIFTH: The total number of stock which the Corporation has authority to issue is 1000 (one thousand) shares of $ 100.00 (one hundred) each, all of one class.

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

Mr. Bharatkumar Kothari
Mrs. Manjula B. Kothari

SEVENTH: The duration of the Corporation shall be perpetual.

In witness whereof, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 29th day of October 1990.

3284 1827

659

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

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

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 70

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: RAMAN R. DESAI, CPA
10404 CALUMET DRIVE
SILVER SPRING, MD
20901

✓ Check ___ Cash

NOTE: ack-mer

_____ Documents on _____ checks

APPROVED BY: SMJ

3284 1822

660

ARTICLES OF INCORPORATION
OF
B & M CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 29, 1990 AT 3:15 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3108164

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.

MAILED JAN 23 1991

RETURN TO:
RAMAN R. DESA
10404 CALUMET DRIVE
SILVER SPRING MD 20901

086C3043010

A 341967

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

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

3284 1824

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

10-30-90 8:39a

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

ARTICLES OF INCORPORATION
OF
ELVAN W. ATHERLY, INC.

FIRST: I, Elvan W. Atherly, whose post office address is c/o Jerry Friedman, 47 North Potomac Street, Hagerstown, Maryland 21740 and being at least Eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation, which is hereafter called the "Corporation," is Elvan W. Atherly, 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 manufacturing and business consulting services.

(2) 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; and

(3) 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

1990 OCT 30 A 8:39

0003039

3291-0777

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; and

(4) 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 c/o Jerry Friedman, 47 Potomac Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Jerry Friedman, 47 North Potomac Avenue, Hagerstown, Maryland 21740. The Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is Ten Thousand (10,000) shares of Common Stock, with a par value of Ten Dollars ($10.00) per share for aggregate par value of One Hundred Thousand Dollars ($100,000)

SEVENTH: The Corporation elects to have no Board of Directors. Until the election to have no Directors becomes effective, there shall be one (1) Director, who is Elvan W. Atherly.

EIGHTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of its stockholders, 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, 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

7224 2201

~~2201 2224~~

the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24 day of OCTOBER, 1990, and I acknowledge the same to be my act and deed.

Witness

Elvan W. Atherly

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

663

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

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

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

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: Jro

Name Change
(New Name) _____

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

Code _____

ATTENTION: _____

MAIL TO ADDRESS: William Nairn
207 S. Potomac St
Hagerstown Md
21740

NOTE:

3284 2807

~~3291 2776~~

ARTICLES OF INCORPORATION
OF
ELVAN W. ATHERLY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 30, 1990 AT 8:39 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3109014

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.

JAN 23 1991

RETURN TO:
WILLIAM NAIRN
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

088C3040109

A 342157

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 2294 2799
AND TAXATION OF MARYLAND IN LIBER, FOLIO,

~~2291 2779~~

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR FILING
10-31-90 at 3.53

RECEIVED
'90 OCT 31 PM 3 53
STATE DEPT. OF
ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

OF

SHARPSBURG PHARMACY, INC.

(A CLOSED CORPORATION)

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE BOX IS 1023-A MARYLAND AVENUE, HAGERSTOWN, MARYLAND, 21740, BEING OVER TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, INTEND TO FORM A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREAFTER CALLED THE "CORPORATION") IS SHARPSBURG PHARMACY,INC.

THIRD: THE CORPORATION SHALL BE A CLOSED CORPORATION AS AUTHORIZED BY TITLE FOUR OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND AS AMENDED.

FOURTH: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO OPERATE A GENERAL BUSINESS OF RETAIL SALES OF PHARMACY AND GENERAL MERCHANDISE.

(B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREVER SITUATED.

(C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF TH STATE OF MARYLAND.

(D) THE AFORESAID ENUMERATION OF THE PURPOSES, OBJECTS AND THE BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS MENTIONED OR TO LIMIT OR RESTRICT ANY OF THE POWER 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.

03058100
3282 040

FIFTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS 17136 SHEPHERDSTOWN PIKE, SHARPSBURG, MARYLAND 21782. THE RESIDENT AGENT OF THE CORPORATION IS GARY L. HAAS, WHOSE POST OFFICE ADDRESS IS 5709 RED HILL ROAD, KEEDYSVILLE, MARYLAND 21756. THE SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

SIXTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK . THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK , SHALL REQUIRE THE UNANIMOUS CONSENT OF ALL SHADREHOLDERS.

SEVENTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE ONE (1) UNTIL A DIRECTOR'S ORGANIZATIONAL MEETING IS HELD AND AT LEAST ONE SHARE OF STOCK ISSUED, AT WHICH TIME THE CORPORATION ELECTS TO HAVE NO BOARD OF DIRECTORS PURSUANT TO SECTION 4-302, CORPORATIONS AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE GARY L. HAAS.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 21 ST DAY OF AUGUST, 1990.

Timothy Alan Davis
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY, THAT ON THIS 21 DAY OF AUGUST, 1990 BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOULUNTARY ACT AND DEED.

WITNESS BY HAND AND OFFICIAL NOTARIAL SEAL.

Margaret H. Dibert
MARGARET DIBERT

NOTARY PUBLIC

MARGARET H. DIBERT NOTARY PUBLIC 2282 0430 WASHINGTON COUNTY, MD.

MY COMMISSION EXPIRES: May 1, 1992

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

667

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

DOCUMENT CODE 02 MN BUSINESS CODE 03 COUNTY 71

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

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
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31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: SMJ

Name Change
(New Name) _____

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

Code _____

ATTENTION: Timothy A. Davis

MAIL TO ADDRESS: 1023 A Maryland Ave. Hagerstown Md. 21740

NOTE:

3222 0471

ARTICLES OF INCORPORATION
OF
SHARPSBURG PHARMACY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 31, 1990 AT 3:53 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

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

D3110038

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.

MAILED JAN 23 1991

RETURN TO:
TIMOTHY A. DAVIS
1023 A MARYLAND AVE.
HAGERSTOWN MD 21740

088C3040211

A 342240

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

3282 0428

Received for REcord January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

10-31-90 3:53 P

RECEIVED
'90 OCT 31 PM 3 53
STATE DEPT. OF
ASSESSMENTS & TAXATION

ARTICLES OF INCORPORATION

OF

AUTOMOTIVE METAL PERFORMANCE, INC.
(A CLOSED CORPORATION)

THIS IS TO CERTIFY:

FIRST: THAT, I, TIMOTHY ALAN DAVIS, WHOSE POST OFFICE BOX IS 1023-A MARYLAND AVENUE, HAGERSTOWN, MARYLAND, 21740, BEING OVER TWENTY-ONE YEARS OF AGE, DO, UNDER AND BY VIRTUE OF THE GENERAL LAWS OF THE STATE OF MARYLAND AUTHORIZING THE FORMATION OF CORPORATIONS, INTEND TO FORM A CORPORATION BY THE EXECUTION AND FILING OF THESE ARTICLES.

SECOND: THAT THE NAME OF THE CORPORATION (WHICH IS HEREAFTER CALLED THE "CORPORATION") IS AUTOMOTIVE METAL PERFORMANCE, INC.

THIRD: THE CORPORATION SHALL BE A CLOSED CORPORATION AS AUTHORIZED BY TITLE FOUR OF THE CORPORATIONS AND ASSOCIATIONS ARTICLE OF THE ANNOTATED CODE OF MARYLAND AS AMENDED.

FOURTH: THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE AS FOLLOWS:

(A) TO OPERATE A GENERAL BUSINESS OF AUTOMOTIVE BODY REPAIR AND RECONSTRUCTION.

(B) TO PURCHASE, LEASE, MANAGE, OR OTHERWISE ACQUIRE, HOLD, DEVELOP, IMPROVE, MORTGAGE, EXCHANGE, LET, OR IN ANY MANNER ENCUMBER OR DISPOSE OF REAL PROPERTY WHEREVER SITUATED.

(C) TO EXPRESSLY POSSESS ALL PURPOSES AS SET FORTH IN THE GENERAL INCORPORATION LAWS OF TH STATE OF MARYLAND.

(D) THE AFORESAID ENUMERATION OF THE PURPOSES, OBJECTS AND THE BUSINESS OF THE CORPORATION IS MADE IN FURTHERANCE, AND NOT IN LIMITATION OF THE POWERS CONFERRED UPON THE CORPORATION BY LAW, AND IS NOT INTENDED BY THE MENTION OF ANY PARTICULAR PURPOSE, OBJECT OR BUSINESS MENTIONED OR TO LIMIT OR RESTRICT ANY OF THE POWER 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.

0005102

FIFTH: THE POST OFFICE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IN THIS STATE IS ROUTE 2, BOX 403 WILLIAMSPORT, MARYLAND 21795. THE RESIDENT AGENT OF THE CORPORATION IS ANDRIS M. PAZA, WHOSE POST OFFICE ADDRESS IS ROUTE 2, BOX 403, WILLIAMSPORT, MARYLAND 21795. THE SAID RESIDENT AGENT IS A CITIZEN OF THE STATE OF MARYLAND AND ACTUALLY RESIDES THEREIN.

SIXTH: THE TOTAL NUMBER OF SHARES OF STOCK WHICH THE CORPORATION HAS AUTHORITY TO ISSUE IS FIVE HUNDRED (500) SHARES OF STOCK AT NO PAR VALUE, ALL OF WHICH SHARES ARE OF ONE CLASS AND ARE DESIGNATED COMMON STOCK . THE ISSUANCE OR SALE OF ANY STOCK OF THE CORPORATION, INCLUDING TREASURY STOCK , SHALL REQUIRE THE UNANIMOUS CONSENT OF ALL SHADREHOLDERS.

SEVENTH: THE NUMBER OF DIRECTORS OF THE CORPORATION SHALL BE ONE (1) UNTIL A DIRECTOR'S ORGANIZATIONAL MEETING IS HELD AND AT LEAST ONE SHARE OF STOCK ISSUED, AT WHICH TIME THE CORPORATION ELECTS TO HAVE NO BOARD OF DIRECTORS PURSUANT TO SECTION 4-302, CORPORATIONS AND ASSOCIATIONS, ANNOTATED CODE OF MARYLAND. THE NAME OF THE DIRECTOR WHO SHALL ACT UNTIL AT LEAST ONE SHARE IS ISSUED SHALL BE ANDRIS M. PAZA.

EIGHTH: THE DURATION OF THE CORPORATION SHALL BE PERPETUAL.

IN WITNESS WHEREOF, I HAVE SIGNED THESE ARTICLES OF INCORPORATION THIS 21 ST DAY OF AUGUST, 1990.

Timothy Alan Davis
TIMOTHY ALAN DAVIS

STATE OF MARYLAND, WASHINGTON COUNTY, TO WIT:

I HEREBY CERTIFY, THAT ON THIS 21 DAY OF AUGUST, 1990 BEFORE ME, THE SUBSCRIBER, A NOTARY PUBLIC IN AND FOR THE STATE AND COUNTY AFORESAID, PERSONALLY APPEARED TIMOTHY ALAN DAVIS, WHO DID ACKNOWLEDGE THE AFOREGOING TO BE HIS VOULUNTARY ACT AND DEED.

WITNESS BY HAND AND OFFICIAL NOTARIAL SEAL.

Margaret A. Dibert
NOTARY PUBLIC
MARGARET DIBERT

MY COMMISSION EXPIRES: MAY 1, 1992

_____, _____

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

671

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

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	38	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Timothy A Davis

MAIL TO ADDRESS: 1023A Maryland Ave. Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMF

3282 0455

ARTICLES OF INCORPORATION
OF
AUTOMOTIVE METAL PERFORMANCE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND OCTOBER 31, 1990 AT 3:53 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3110061

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.

RETURN TO:
TIMOTHY A. DAVIS
1023-A MARYLAND AVE.
HAGERSTOWN MD 21740

088C3040214

A 342243

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3282 0452

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT

11-01-90 8:41A

ARTICLES OF AMENDMENT
FOR
STANDARD ACOUSTICAL PRODUCTS, INCORPORATED OF MARYLAND

Standard Acoustical Products, Incorporated of Maryland, a Maryland Corporation, having its principal office at 140 Western Maryland Parkway, 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 deletion of Article Fourth in its entirety and substituting in lieu thereof the following:

FOURTH: The post office address of the principal office of the Corporation in this State is 140 Western Maryland Parkway, Hagerstown, Maryland 21740. The resident agent of the Corporation is Bruce M. Wolf, 140 Western Maryland Parkway, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Standard Acoustical Products, Incorporated of Maryland, has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 3rd day of October, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Standard Acoustical Products, Incorporated of Maryland, 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:

STANDARD ACOUSTICAL PRODUCTS, INCORPORATED OF MARYLAND

Stephanie Bolton
Secretary

BY: [signature]
President

3282 021

674

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 093 g. BUSINESS CODE _____ COUNTY 71

D 0964346 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
X Change of Principal Office
X Change of Resident Agent
X Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Michael G. Day, ESQ.

MAIL TO ADDRESS: Day & Schneider
Ste 300
120 W. Washington St
Hagerstown, Md. 21740

TOTAL FEES 20

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: PCM

3282 0722

ARTICLES OF AMENDMENT
OF
STANDARD ACOUSTICAL PRODUCTS, INCORPORATED OF MARYLAND

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 1, 1990 AT 8:41 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0964346

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.

MAILED JAN 25 1991

RETURN TO:
MICHAEL G. DAY
DAY & SCHNEIDER
120 W. WASHINGTON ST., STE. 300
HAGERSTOWN MD 21740

088C3040258

A 342282

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3282 0720

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

COMPUTER OUTLET, INC.

11-1-90 10:12a

(A Close Corporation Under Title 4 of Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Paul R. Miller, 446 North Mulberry Street, Hagerstown, Maryland 21740, and Virginia L. Miller, of 446 North Mulberry Street, Hagerstown, Maryland 21740, each being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is COMPUTER OUTLET, INC.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

4. Purposes. The purposes for which the Corporation is formed are as follows:

a) To engage in research and development, purchase, sale, import, export, license, distribution, design, manufacture, or rental of any product, machine, apparatus, appliance, merchandise and property of every kind and description, ideas, systems, procedures and services of any nature, including, without limiting the generality of the foregoing, all types of products which possess an internal intelligence formation to be processed, pattern interpretation, recognition and memory systems and equipment, optical scanning, analog and digital computers, components, all types of electrical, mechanical, electromechanical, and electronic products and systems such as for analysis of visible, radar, sonar, or other inputs, voice recognition and identification of voice elements and magnetic storage and drums.

1990 NOV -1 A 10:12

3282 0339

To establish, maintain and conduct training schools, courses and programs in connection with the purchase, sale, import, export, license, distribution, design, manufacture, or rental of machines, apparatus, appliances and merchandise, and of articles required in the use thereof or used in connection therewith.

b) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 1075 Jefferson Boulevard, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Virginia L. Miller, 446 North Mulberry Street, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director whose name is Paul R. Miller.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

(1) President - Paul R. Miller
(2) Vice-Pres., Secretary, Treasurer - Virginia L. Miller
(3) 2nd Vice-Pres. - W. Christopher Miller

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand ($100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 26th day of October, A.D., 1990.

WITNESS:

Jean McLucas

Jean McLucas

Paul R. Miller (SEAL)
Paul R. Miller

Virginia L. Miller (SEAL)
Virginia L. Miller

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 26th day of October, A.D., 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Paul R. Miller, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal,

Jean McLucas
Notary Public

My Commission Expires: 12/1/93

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 26th day of October, A.D., 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Virginia L. Miller, known to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that she executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal,

Jean McLucas
Notary Public

My Commission Expires: 12/1/93

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

679

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

✓ Check _____ Cash

_____ Documents on _____ checks

APPROVED BY: JW

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Robert Stone
120 N. Potomac St
Hagerstown, Md
21740

NOTE:

3282 0342

ARTICLES OF INCORPORATION
OF
COMPUTER OUTLET, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 1, 1990 AT 10:12 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3109865

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.

MAILED JAN 23 1991

RETURN TO:
ROBERT STONE
120 N. POTOMAC ST.
HAGERSTOWN MD 21740

088C3040194

A 342227

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3282 0338

Received for REcord January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

1990 NOV -5 A 8:36

CHARJILL CONSTRUCTION CO., INC.

Board of Directors' Resolution Authorizing
Change of Address of Principal Office

May 9, 1990

For the purposes indicated hereinbelow, it is on the day first above written hereby:

RESOLVED: That the principal office of the Corporation be, and it hereby is, changed from 1181 Schaffer Drive, Frederick, Maryland 21701 to 111 Mohogany Drive, Hagerstown, Maryland 21740, and that the proper officers of the Corporation be, and they are hereby, authorized and directed for and on behalf of the Corporation to file an appropriate certified copy of this resolution with the State Department of Assessments and Taxation of Maryland and to do and perform any and all other necessary and proper acts incident thereto.

WITNESS our hands and seals the day and year first above written.

WITNESS:

Jill D. Connelly

Jill D. Connelly

CHARJILL CONSTRUCTION CO., INC.

By: Robert J. Allen (SEAL)
Robert J. Allen, Director

By: Douglas N. Connelly (SEAL)
Douglas N. Connelly, Director

STATE OF MARYLAND, COUNTY OF Frederick, SS:

On this 9th day of May, 1990, before me, the undersigned officer, personally appeared Robert J. Allen and Douglas N. Connelly, who acknowledge themselves to be the directors of CHARJILL Construction Co., Inc., a Maryland corporation, and that they, as such directors, being authorized so to do, executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as directors.

In witness whereof, I hereunto set my hand and official seal.

Notary Public

My Commission Expires:
July 1, 1990

03098262

682

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D2652774 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
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23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES $10.00

Name Change (New Name) _____

___ Change of Name
✓ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Chajill Construction Co. Inc.
111 Mahogany Dr.
Hagerstown, Md 21740

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: RMC

3282 3282

CHANGE OF PRINCIPAL OFFICE
OF
CHARJILL CONSTRUCTION CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 5, 1990 AT 8:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2652774

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.

RETURN TO:
CHARJILL CONSTRUCTION CO., INC.
111 MOHOGANY DRIVE
HAGERSTOWN MD 21740

089C3040397

A 342465

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3282 2000

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

11-7-90 9:09a

PARAGON RESTAURANTS, INC.

A Close Corporation

ARTICLES OF INCORPORATION

FIRST: The undersigned Lee Prushan, whose post office address is 911 Queen Ann's Court, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (hereinafter referred to as the "corporation") is Paragon Restaurants, Inc.

THIRD: The corporation shall be a close corporation as authorized by Title Four (4) of the Corporations and Associations Volume of the Annotated Code of Maryland.

FOURTH: The purposes for which the corporation is formed are as follows: To operate restaurants, carry-out food emporiums, to sell food and beverages, including

1990 NOV -7 A 9:09

3285 1474
03118423

liquors, beer and wine to the public. The enumeration of the purposes, subjects and businesses of the corporation is made in furtherance, and not in limitation, of the powers conferred upon the corporation by law, and is not intended, by the mention of any particular purpose, subject or business, in any manner, to limit or restrict the generality of any other purposes, subjects or businesses mentioned or to limit or restrict any of the powers of the corporation. The corporation is formed upon the Articles, conditions, and provisions expressed and subject in all particulars to the limitations relative to corporations which are contained in the general laws of Maryland.

FIFTH: The post office address of the principal office of the corporation in Maryland is 62 West Antietam Street, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the corporation in Maryland is Lee Prushan, 911 Queen Ann's Court, Hagerstown, Maryland 21740. The 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 the par value of One Dollar ($1.00) per share, all of one class, and having an aggregate par value of One Thousand Dollars ($1,000.00).

SEVENTH: After the completion of the organization meeting of the directors and the issuance of one or more shares of stock of the corporation, the corporation shall have no board of directors. Until such time, the corporation shall have one (1) director, whose name is: Lee Prushan.

EIGHTH: The duration of the corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 17th day of October, 1990, and acknowledge the same to be my act.

Kathy Hagerman
Witness

Lee Prushan

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

687

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Kay Sandler
3909 National Drive
120
Burtonsville Md
20866

✓ Check ___ Cash NOTE:

_____ Documents on _____ checks

3285 147

APPROVED BY: JS

688

ARTICLES OF INCORPORATION
OF
PARAGON RESTAURANTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 7, 1990 AT 9:09 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3113560

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.

RETURN TO:
KAY SANDLER
3909 NATIONAL DRIVE #120
BURTONSVILLE MD 20866

093C3040799

A 342742

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3285 1433

Received for REcord January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

APPROVED FOR RECORD
11-8-90 at 8:21 A

1990 NOV -8 A 8:21

ARTICLES OF INCORPORATION

OF

M & F PROPERTIES, INC.

THIS IS TO CERTIFY:

FIRST: That I, the undersigned, Kenneth J. Mackley, who is eighteen years of age or older and 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 M & F PROPERTIES, INC.

THIRD: The purposes for which the Corporation is formed are as follows:

To operate a tavern/restaurant business.

To draw, make, accept, endorse, execute and issue promissory notes, drafts, warrants, mortgages, bonds, debentures an other negotiable and non-negotiable instruments.

To carry on any of the businesses herebefore 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 address of the principal office of the Corporation in this State is 401 South Cannon Avenue, Hagerstown, Maryland, 21740. The name and post office address of the resident agent of the Corporation in this State are

Kenneth J. 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 a 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 two (2), which number may be increased or decreased pursuant to the by-laws of the Corporation, but shall never be less than one; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualify are T. Michael Bowers and Franklin M. Blubaugh.

SEVENTH: The Corporation shall elect to be taxed as a Subchapter S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting or non-voting common).

No stockholder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as a Subchapter S Corporation.

EIGHTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this 7th day of November, 1990.

WITNESS:

Patricia L. Witmer

Kenneth J. Mackley (SEAL)
Kenneth J. Mackley

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 7th day of November, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Kenneth J.

7287 0201

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 CO.

My Commission Expires:
July 1, 1995

STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other
TOTAL FEES		

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: K. J. Mackley

MAIL TO ADDRESS: Mackley, Gillent + Marks
35 E. Washington St.
Hagerstown, Md. 21740

49 Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: A

3287 0203

692

ARTICLES OF INCORPORATION
OF
M & F PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 8, 1990 AT 8:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3114402

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.

MAILED JAN 23 1991

RETURN TO:
KENNETH J. MACKLEY
MACKLEY, GILBERT & MARKS
34 E. WASHINGTON ST.
HAGERSTOWN MD 21740

095C3040958

A 342892

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3297 0199

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

ARTICLES OF VOLUNTARY DISSOLUTION
OF
PAPER PRO, INC.

FIRST: The Corporation is hereby dissolved 11-13-90 1:47p

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 913 Frederick Street, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one year after dissolution until the affairs of the Corporation are completed is:

James B. Buckland
913 Frederick Street
Hagerstown, MD 21740

FOURTH: The names and addresses of each Director of the Corporation are as follows:

James B. Buckland
913 Frederick Street
Hagerstown, MD 21740

Charles A. Pendley, Sr.
223 Canfield Terrace
Frederick, MD 21701

FIFTH: The name, title and post office address of each officer of the Corporation are as follows:

James B. Buckland
President
913 Frederick Street
Hagerstown, MD 21740

Charles A. Pendley, Sr.
Secretary/Treasurer
223 Canfield Terrace
Frederick, MD 21701

SIXTH: The voluntary dissolution of the Corporation was duly advised by the Board of Directors of the Corporation and duly authorized and directed by the holders of all the issued and outstanding stock of the Corporation, and, thus was approved by said Shareholders in the manner and by the vote required by law and the charter of the Corporation.

SEVENTH: The Corporation has no known creditors.

1990 OCT 12 A 8:34
1990 OCT 29 A 8:5
1990 [redacted] 13 P 1:47
03188001
1990 [redacted]

EIGHTH: These Articles of Voluntary Dissolution are accompanied by certificates provided by Section 3-407(c) of the Corporations and Associations Article of the Annotated Code of Maryland stating that all taxes, not barred by limitations which are levied on assessments made by the State Department of Assessments and Taxation of Maryland and billed by and payable to the issuer of each of said certificates by the Corporation, including, taxes for the current year, have been paid or provided for in the manner satisfactory to the issuer of each of said certificates.

IN WITNESS WHEREOF, Paper Pro, Inc., a Maryland corporation, has caused these presents to be signed in its name on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary this 8 day of Oct., 1990.

Attest to Signature
and Corporate Seal:

PAPER PRO, INC.

Charles A. Pendley, Sr.
Charles A. Pendley, Sr.
Secretary

By: James B. Buckland
James B. Buckland
President

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 8th day of October, A.D., 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James B. Buckland, President, who acknowledged himself to be President of Paper Pro, Inc. and that he, as such President, being authorized so to do, executed the aforegoing instrument for the purposes therein contained.

Witness my hand and official Notarial Seal.

Linda L. Punt
Notary Public

My Commission Expires:
1 June 1994

3298 1051

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 8th day of October, A.D., 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Charles A. Pendley, Sr. who made oath in due form or law that he was the Secretary of the meeting of the Board of Directors advising dissolution of this Corporation and that he was likewise Secretary of the meeting of the Stockholders held in reference thereto and that the matters and facts set forth in the aforegoing Articles of Dissolution with respect to the authorization for dissolution are true as therein set forth.

Witness my hand and official Notarial Seal.

Linda L. Punt
Notary Public

My Commission Expires:

1 June 1994

AFFIDAVIT

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, that on this 8th day of October, A.D., 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James B. Buckland, President of Paper Pro, Inc., a Maryland corporation, who declared under penalties of perjury, that the Corporation as of October 8, 1990, owned no personal property in the State of Maryland and that as of said date, the Corporation owed no taxes due to the State of Maryland of any nature and description for any prior years.

Witness my hand and official Notarial Seal.

Linda L. Punt
Notary Public

My Commission Expires:

1 June 1994

City of Hagerstown, Maryland
Office of the Treasurer & Tax Collector
1 E Franklin St
Hagerstown, MD 21740
(301) 790-3200 ext 154

August 9, 1990

Meyers, Young & Grove, P.A.
ATTN: Linda L Punt
P. O. Box 1267
Hagerstown, MD 21741-1267

RE: Tax Clearance - Paper Pro, Inc.

This is to certify that the books and records of the City of Hagerstown, Maryland 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 City of Hagerstown by:

Paper Pro, Inc ID #D2586881

have been paid to and including fiscal year July 1, 1990 to June 30, 1991.

Stephen Wolfensberger

Stephen Wolfensberger,
Treasurer/Tax Collector

AUG 09 1990

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone (301) 791-3173
MARCOM 249-3173
VOICE/TTY (301) 791-3175

RONALD L. BOWERS
President
RICHARD E. ROULETTE
Vice President
R. LEE DOWNEY
LINDA C. IRVIN
MARTIN L. SNOOK

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

NOVEMBER 6, 1990

PAPER PRO, INC.
D2586881

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

PAPER PRO, INC.

have been paid to and including the fiscal year July 1 1990 through June 30, 1991.

Todd L. Hershey, Treas.

Todd L. Hershey
Treasurer for Washington
County, Maryland

MB

3299 1055

698

STATE OF MARYLAND

COMPTROLLER OF THE TREASURY

LOUIS L. GOLDSTEIN, COMPTROLLER J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER

GENERAL ACCOUNTING DIVISION

ARNOLD G. HOLZ, CPA, DIRECTOR

LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the state comptroller, show that all taxes and charges due the state of Maryland, payable through the said offices as of the date hereof by

PAPER PRO, INC.

have been paid.

WITNESS my hand and official seal this

4TH day of SEPTEMBER A.D. 1990.

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

7288 1056

MY TELEPHONE NUMBER IS:

TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

SEP 07 1990

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

699

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 198 BUSINESS CODE _____ COUNTY 71

D2586881 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
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50		Cert. of Qual. or Reg.
51		Foreign Name Registration
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54		For. Supplemental Cert.
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76		Certificate of Merger/Transfer
75	30	Special Fee
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83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
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22		State Transfer Tax
23		Local Transfer Tax
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
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600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
✓ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Linda Prent
Meyers, Young
PO Box 1267
Hagerstown Md
21741-1267

TOTAL FEES 50

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: Ms

3288 1057

700

THE ARTICLES OF DISSOLUTION
OF
PAPER PRO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
NOVEMBER 13, 1990 1:47 P.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID: $

RECORDING FEE PAID: $ 20.00

SPECIAL FEE PAID: $ 30.00

D2586881

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.

MAILED JAN 23 1991

RETURN TO:
LINDA PRENT
MEYERS, YOUNG
P. O. BOX 1267
HAGERSTOWN MD 21741 1267

101C3041692

A 343762

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3288 1049

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

11/16/90 8:30 A

ARTICLES OF INCORPORATION

SAVE-ON TRANSPORTATION SERVICES LTD.

A Maryland Close Corporation
Organized Pursuant to Title Four
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

FIRST: I, RICHARD W. LAURICELLA, whose post office address is 498 North Potomac Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the "Corporation") is Save-On Transportation Services Ltd..

THIRD: The Corporation shall be a close corporation as authorized by Title Four of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in property brokerage transportation 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 5522 Sharpsburg Pike, Sharpsburg, Maryland 21782. The name and post office address of the Resident Agent of the Corporation in this State is Richard W. Lauricella, 498 North Potomac 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 One Thousand (1,000) shares with a par value of One Hundred ($100.00) Dollars 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 W. Lauricella.

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 8th day of November, 1990, and I acknowledge the same to be my act.

WITNESS:

Richard W. Lauricella

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 8th day of November, 1990, 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.

Notary Public

My Commission Expires:
5/1/92

3287 1310

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

703

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 Pma BUSINESS CODE 03 COUNTY 71

#_____ ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
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___		Other _____
		Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard W. Lauricella, P.A.
Attorney at Law
498 North Potomac Street
Hagerstown, Md 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PCM

7287 1311

704

ARTICLES OF INCORPORATION
OF
SAVE-ON TRANSPORTATION SERVICES LTD.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 16, 1990 AT 8:30 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3117884

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.

MAILED JAN 23 1991

RETURN TO:
RICHARD W. LAURICELLA
498 NORTH POTOMAC STREET
HAGERSTOWN MD 21740

098C3041363

A 343234

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3287 1309

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

RESOLUTION

WHEREAS, the Hagerstown Users Group, Inc. is a volunteer, non-profit organization with no permanent address and,

WHEREAS, the member elected to the position of Treasurer shall be the resident agent and,

WHEREAS, the principal office and the address of the resident agent shall be one and the same and,

WHEREAS, Terry L. Smith was duly elected to the position of Treasurer at the regular annual election of officers held on November 2, 1990,

THEREFORE, the Executive Board of the Hagerstown Users Group, Inc., a corporation organized in Maryland on July 5, 1985, duly approved a resolution at its special meeting on November 16, 1990 as follows:

RESOLVED: That the resident agent, his address and the principal office of the corporation is changed to Terry L. Smith, 1136 Sunnyside Drive, Hagerstown, MD 21740.

I, David M. Faczan, president, 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.

David M Faczan 11/16/90
signature date

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
11-20-90 8:25 A

1990 NOV 20 A 8:25

7298 1427

706

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D195992 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES $10.00

Name Change
(New Name) _____

___ Change of Name
✓ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Terry L Smith
1136 Sunnyside Drive
Hagerstown, Md 21740

1 Check ___ Cash

NOTE:

1 Documents on 1 checks

3299 1424

APPROVED BY: RMC

CHANGE OF RESIDENT AGENT & ADDRESS AND PRINCIPAL OFFICE
OF
HAGERSTOWN USERS GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
NOVEMBER 20, 1990 8:25 A.
OF MARYLAND AT O'CLOCK M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D1959972

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.

RETURN TO:
TERRY L. SMITH
1136 SUNNYSIDE DRIVE
HAGERSTOWN MD 21740

101C3041787

A 343842

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3288 1422

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

THE FREDERICK LADIES' RELIEF SOCIETY INC.

ARTICLES OF AMENDMENT

11-20-90 330p

The Frederick Ladies Relief Society Inc., a Maryland Corporation having its principal office in Washington County Maryland (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the corporation is hereby amended by striking out the Seventh Article and inserting in lieu thereof the following:

Upon dissolution of this corporation assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e. charitable or educational, or corresponding section of any future federal tax code, or shall be distributed to the Federal government, or to a state or local govenment for a public purpose.

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and the membership.

IN WITNESS WHEREOF: THE FREDERICK LADIES RELIEF SOCIETY INC. has caused these presents to be signed in its name and on its behalf by its Chairman and attested by its Secretary.

ATTEST: THE FREDERICK LADIES RELIEF SOCIETY INC.

Patricia P. James
PATRICIA P. JAMES
CHAIRMAN OF THE BOARD

Emily R. Davies
EMILY DAVIES
SOCIETY SECRETARY

THE UNDERSIGNED, Chairman of THE FREDERICK LADIES RELIEF SOCIETY INC., who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of 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.

Patricia P. James

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

709

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 098 BUSINESS CODE 04 COUNTY 71

#D2857522 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	7	1 Certified Copy 1P
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		___ Corp. Good Standing
NA		Foreign Corp. Registration
87		___ Limited Part. Good Standing
71		Financial
600		___ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ___
		Other ___

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change ___

Code ___

ATTENTION: ___

MAIL TO ADDRESS: Robert James
PO Box 329
Sharpsburg Md
21782

TOTAL FEES 57

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: ___

CERTIFIED COPY MADE

710

ARTICLES OF AMENDMENT
OF
THE FREDERICK LADIES' RELIEF SOCIETY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 20, 1990 AT 3:30 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	$

D2857522

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.

MAILED JAN 23 1991

RETURN TO:
ROBERT JAMES
P. O. BOX 329
SHARPSBURG MD 21782

102C3041933

A 343968

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3299 0240

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

MAPLE VALLEY ESTATE, INC.

11-21-90

ARTICLES OF INCORPORATION

8:32A

FIRST: The undersigned, Lynn F. Meyers, whose Post Office address is 82 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age does hereby form a corporation under the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereinafter called the Corporation) is Maple Valley Estate, Inc.

THIRD: The Corporation shall be a close Corporation as authorized by Title 4, Section 4-101 et seq. of the Corporations and Associations Article, Annotated Code of Public General Laws of Maryland.

FOURTH: The purposes for which the Corporation is formed are as follows:

(1) To engage in the cultivation and improvement of farms, gardens and agricultural lands, the raising and improving of livestock, and incidentally to own and control under lease, or otherwise, such lands, buildings and personal property necessary to the conduct and operation of such business.

(2) To purchase, lease, hire or otherwise acquire real and personal property, improved and unimproved of every kind and description, and to sell, dispose of, lease, convey, encumber and mortgage said property, or any part thereof. To acquire, hold, lease, manage, operate, develop, control, build, erect, maintain, construct, reconstruct or purchase, either directly or through ownership of stock in any corporation, any lands, building, office, stores, warehouses, mills, shops, factories, plants, gas houses, machinery rights, easements, privileges, franchises and licenses, and to sell, lease, hire or otherwise dispose of the lands, buildings or other property of the Corporation, or any part thereof.

(3) To purchase, acquire, dispose of, lease and sell all or any part of the property, rights, business, contracts, goodwill, franchise and assets of every kind of any corporation, partnership or individual engaged in, carrying on or having carried on in whole or in part any business that the Corporation may be authorized to carry on and to undertake, guarantee, assume and pay the indebtedness and liabilities thereof.

(4) To apply for, obtain, purchase or otherwise acquire any patents, copyrights, licenses, trademarks, trade

0325000
3299 2549

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.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 55 West Longmeadow Road, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Donald A. Horst, Rt. 8, Box 251, Hagerstown, Maryland 21740. Said resident agent is a citizen of Maryland and actually resides therein.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is One Hundred Thousand (100,000) shares at a par value of Ten ($10.00) Dollars per share, all of one class, and having an aggregate par value of One Million ($1,000,000.00) Dollars.

SEVENTH: The number of Directors of the Corporation shall be five (5), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than five (5); and the names of the Directors who shall act until the first annual meeting or until his or their successor(s) is (are) duly chosen and qualified are:

Lois I. Horst
Donald A. Horst
Harold R. Horst,
Leon R. Horst
Ellen M. Horst

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

(a) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of such class, whether now or hereafter authorized as it may determine, except that it shall not issue nor have outstanding any securities (including stock), which are convertible into its stock nor any voted securities other than stock nor any options, warrants or other rights to subscribe for

or purchase any of its stock which are other than non-transferable.

(b) No contract or other transaction between the Corporation and any other corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Directors of this Corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation; any Directors individually or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation; provided, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other corporation or not so interested.

(c) The Board of Directors shall have power from time to time to fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and, if any, what part of the surplus of the Corporation or of the net profits arising from the businesses shall be declared in dividends and paid to the Stockholders, subject, however, to the provisions of the Charter, and to direct and determine the use and disposition of such surplus or net profits.

(d) The Corporation reserves the right from time to time to make any amendments of its Charter which may now or hereafter be authorized by law, but no such amendment which changes the terms of any of the outstanding stock shall be valid unless such change or terms shall have been authorized by the holders of a majority of all of such stock at the time outstanding by vote at a meeting or in writing with or without a meeting.

(e) No holders of stock of the Corporation, of whatever class, shall have any preferential right of subscription to any shares of any class nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine, and at such price as the Board of Directors in its discretion shall fix; and any shares of its stock which the Board of Directors may determine to offer for

subscription to the holders of stock may, as said Board of Directors shall determine, be offered to holders of any class or classes of stock at the time existing to the exclusion of holders of any or all other classes at the time existing.

NINTH: The shares of stock shall be non-assessable and shall be entitled to one (1) vote per share at all meetings of Stockholders of the Corporation. Dividends may be declared thereon in such amounts and at such times as the Directors may determine, subject to the provisions of law. In the event of liquidation or winding up of the Corporation, whether voluntary or involuntary, the assets remaining after the payment of all debts, taxes, costs and expenses shall be distributed to the holders of said stock in proportion to their respective holdings thereof.

TENTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and severally acknowledge same to be my act this 20th day of November, A.D., 1990.

Witness:

Linda L. Punt

Lynn F. Meyers

Lynn F. Meyers

7399 2552

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

715

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	200	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code 075

ATTENTION: Linda L. Punt

MAIL TO ADDRESS: _____

TOTAL FEES 220

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: PGA

ARTICLES OF INCORPORATION
OF
MAPLE VALLEY ESTATE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 21, 1990 AT 8:32 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 200.00	$ 20.00	$

D3120433

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.

MAILED JAN 23 1991

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
LINDA L. PUNT
P O BOX 1267
HAGERSTOWN MD 21741 1267

102C3041868

A 343919

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3298 2648

Received for Record January 8, 1991 at 10:00 a.m.
Corporation Record Liber 43

Rlo

ARTICLES OF INCORPORATION

11-21-90 10:34a

FIRST: The undersigned, Anne L. Manfre, whose post office addresses is 2305 Appletree Drive, Hagerstown, Md., 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 Corsair Aviation, Inc.

THIRD: The corporation shall be a close corporation as authorized by Title 4.

FOURTH: The purpose for which the Corporation is formed is as follows:

1. To rent and/or lease general aviation aircraft to businesses and the general public.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 2305 Appletree Drive, Hagerstown, Md., 21740. The name and post office address of the resident agent of the Corporation in Maryland is Anne L. Manfre, 2305 Appletree Drive, Hagerstown, Md., 21740.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is 100 shares of par value of $10 a share, all of one class, and having an aggregate value par value of $1000.

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 directors, whose names are Anne L. Manfre and Dominic P. Manfre.

EIGHTH: 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 one; and the names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Anne L. Manfre and Dominic P. Manfre.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on 20 November 1990, and severally acknowledged the same to be my act.

Anne L. Manfre

Anne L. Manfre

Subscribed to and sworn to before me this 20th day of November, 1990

Kelli R. Snoots

NOTARY PUBLIC

My Commission Expires: 11/1/94

718

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 WCT BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
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80		For. Limited Partnership
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21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 70

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Anne Mandre
2305 Appletree Dr.
Hagerstown, Md
21740

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: _____

ARTICLES OF INCORPORATION
OF
CORSAIR AVIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 21, 1990 AT 10:34 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3120482

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.

RETURN TO:
ANNE MANFRE
2305 APPELTREE DRIVE
HAGERSTOWN MD 21740

102C3041873

A 343924

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3288 267

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-13-90 at 2:00 p.m.

HIGHFIELD LIQUOR, INC.

ARTICLES OF SALE AND TRANSFER

Articles of Sale and Transfer are entered into this 11th day of December, A.D., 1990 by and between Highfield Liquor, Inc., a Maryland corporation, hereinafter referred to as the "Transferor" and Roger L. Willard and Eberlene P. Willard, and Country Spirits, Inc., a Maryland corporation, hereinafter referred to collectively as the "Transferees."

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferees as is hereinafter recited.

SECOND: The name, post office address, and principal place of business of Transferor is Highfield Liquor, Inc., 25495 Highfield Road, Cascade, Maryland 21719, which address is the principal place of business of Transferor.

THIRD: The name, post office address, and principal place of business of Transferees are as follows:

Roger L. Willard
Eberlene P. Willard
P.O. Box 17302
Sabillasville, MD 21780

Country Spirits, Inc.
17302 Sabillasville Road
Sabillasville, MD 21780

FOURTH: The name and state of incorporation of the corporations that are parties to these Articles of Sale and Transfer are as follows:

Transferor is Highfield Liquor, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Country Spirits, Inc., a corporation organized under the laws of the State of Maryland.

FIFTH: The nature and amount of the consideration to be paid by Transferees for the property and assets hereby transferred to them from Transferor is Two Hundred Ten Thousand ($210,000.00) Dollars to be paid in accordance with the terms of an Agreement of Sale by and between the parties dated November 19, 1990, the "Agreement."

03488131
03488137
03488133 1418
03488136
03488135

SIXTH: In consideration of the payment to Transferor as provided in the Agreement of Sale the sum of One Hundred Ten Thousand ($110,000.00) Dollars (a portion of the consideration recited in Article FIFTH above), Transferor does hereby bargain, sell, deed, grant, convey and assign unto Roger L. Willard and Eberlene P. Willard, his wife, Transferees:

All that tract of land, together with the improvements thereon and all rights, ways, privileges, waters, alleys, and appurtenances thereunto belonging or in anywise appertaining, situate in Ringgold Election District, Washington County, Maryland, on the northwestern side of the State Road leading from Blue Ridge Summit toward Mount Zion, known as "Military Road", and more particularly described as follows:

Beginning for the outlines of the same at an iron pin in the northwestern margin of said road at the end of the second line of the deed from Harry L. Mitchell and Clara R. Mitchell, his wife, to Robert E. Eyler and Bessie I. Eyler, his wife, dated October 27, 1933, and recorded in Liber 194, folio 269, one of the land records of Washington County, Maryland, and running thence with the third line of said deed in accordance with a survey made by John H. McClellan on March 29, 1962, along the northwestern margin of said Military Road North 42 degrees 30 minutes East a distance of 99 feet to a set nail at the intersection formed by said Military Road with the road leading southwardly from Highfield Station and being the end of said third line; thence with said Highfield Station Road and the fourth line of said deed North 42 degrees 30 minutes West 121 feet to a set nail in the southwestern margin of said Highfield Station Road; thence leaving said road and running across the parcel of land conveyed by the aforementioned deed South 44 degrees 11 minutes West 109.8 feet to an iron pipe in the second line of the aforementioned deed; thence with the remaining part of said second line South 47 degrees 30 minutes East 124.2 feet to the point and place of beginning, containing 12,636 square feet of land, more or less, and shown as Parcel B on the Plat attached to and recorded with the deed from Robert E. Eyler, Jr. to Charles F. Shockey and Aneita E. Shockey, his wife, dated June 4, 1974, and recorded in Liber 579, folio 88, among the land records of Washington County, Maryland.

Being the same property conveyed unto Transferor by Kenneth E. Shank and M. Patricia Shank, his wife, by deed dated June 6, 1986, recorded in Liber 811, folio 881 among the land records of Washington County, Maryland.

SEVENTH: The Board of Directors of Transferor, by unanimous action by all the members thereof at a Special Meeting of the Board of Directors, duly adopted a resolution declaring that the

3281 1419

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, 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 Special Meeting of the Stockholders of Transferor was held, at which time the approval of these Articles of Sale and Transfer was obtained by an affirmative vote of in excess of two thirds (2/3) of those Stockholders entitled to vote on the matter 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 Country Spirits, Inc., one of the Transferees herein, by unanimous action by all the members thereof, at a Special Meeting of the Board of Directors, 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 Transferee, 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 Special Meeting of the Stockholders of Transferee was held, at which time the approval of these Articles of Sale and Transfer was obtained by an affirmative vote of in excess of two thirds (2/3) of those Stockholders entitled to vote on the matter 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.

As to the Transferees, Roger L. Willard and Eberlene P. Willard, the sale, assignment and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized and approved.

NINTH: In consideration of the payment to the Transferor of Two Hundred Ten Thousand ($210,000.00) Dollars and in accordance with the other terms and conditions of the above referenced Agreement, Transferor does hereby bargain, sell, grant, convey and assign to Transferee, its successors and assigns, the items on Exhibit A attached hereto.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor, a Maryland corporation, and Transferees, as individuals and a Maryland corporation. It is accordingly

7297 1400

understood and agreed that these Articles of Sale and Transfer shall be construed entirely in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

ELEVENTH: These Articles of Sale and Transfer are executed in multiple counterparts each of which shall be deemed to constitute an original and the parties intend to file one of the same with the State Department of Assessments and Taxation.

IN WITNESS WHEREOF, Highfield Liquor, Inc., and Roger L. Willard and Eberlene P. Willard and Country Spirits, Inc., parties to these Articles of Sale and Transfer have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of the Transferor corporation, by its President and attested by its Secretary and by the Transferees, as individuals, and by the Transferee, Country Spirits, Inc. in the name and on behalf by its President and attested by its Secretary all as of the 10 day of ~~November~~ December, 1990.

Highfield Liquor, Inc. SEAL 11/9/73 Incorporated

Attest to Signature and Corporate Seal:

Secretary

HIGHFIELD LIQUOR, INC.

By: Helen M Benchoff

Attest:

Roger L. Willard (SEAL)

Eberlene P. Willard (SEAL)

Attest to Signature and Corporate Seal:

Assistant Secretary

COUNTRY SPIRITS, INC.

By: Pres.

The undersigned, Helen M. Benchoff, President of Highfield

Liquor, 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 be 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.

Attest to Signature
~~and~~ Corporate Seal:

HIGHFIELD LIQUOR, INC.

By: _____
Helen M. Benchoff
President

The undersigned, Roger L. Willard and Eberlene P. Willard, who executed the foregoing Articles of Sale and Transfer of which this certificate is made a part hereby acknowledges, in the name and on behalf of themselves, the foregoing Articles of Sale and Transfer to be their act and further certify, that to be the best of their knowledge, information, and belief, the matters and facts set forth therein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

Attest:

_____ _____ (SEAL)
Roger L. Willard

_____ _____ (SEAL)
Eberlene P. Willard

The undersigned, Roger L. Willard, President of Country Spirits, 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 be 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:

COUNTRY SPIRITS, INC.

By: _____
Pres

EXHIBIT A

1. Sold unto Country Spirits, Inc., all inventory of liquor, wines and other alcoholic and non-alcoholic beverages and stock of the business conducted as Highfield Liquor, Inc., at wholesale inventory price as determined by a physical inventory as conducted by the parties within two (2) days preceding the date of final settlement and updated with records of sales thereafter and purchases, if any.

$35,000.00, with adjustments reflecting actual wholesale inventory price

2. Sold unto Roger L. Willard and Eberlene P. Willard, individually, all furniture and equipment associated with and utilized in the conduct of said retail package liquor store business, as well as air conditioners, stove, refrigerators, drapes and carpet found in the apartment located above the liquor store (allocated as $5,000.00 per Agreement, consideration paid as part of real property conveyance).

3. Unto Country Spirits, Inc., consideration for covenant not to compete by Sellers, $65,000.00.

726

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 12 BUSINESS CODE _____ COUNTY 71

_____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Non stock

~~Merging~~
(Transferor)
Hightfield Liquor, Inc
D0475792

~~Surviving~~
(Transferee)
Roger L. Willard & Eberlene P. Willard (individuals) and Country Spirits, Inc.
D3081007

Name Change
(New Name) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73	4	Certificate of Conveyance Wash. Co
76	4	Certificate of ~~Merger~~/Transfer to Frederick Co.
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21	363	Recordation Tax
22	550	State Transfer Tax
23	0	Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 971

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Day & Schneider, P.A.
Ste. 300
120 West Washington St.
Hagerstown, Md. 21740
c/o G. Clair Baker, Jr.

✓ Check ✓ Cash (4.00) NOTE: ach mail

1 Documents on 4 checks (4.00 + 20.00 + 30.00 + 913.00)

APPROVED BY: JMT

3297 1425

ARTICLES OF TRANSFER
OF
HIGHFIELD LIQUOR, INC.
(A MD CORP.) TRANSFEROR
AND
COUNTRY SPIRITS, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 13, 1990 AT 2:00 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.-WASHINGTON COUNTY	4.00	
CERTIFICATE TO FREDERICK COUNTY	4.00	
	$28.00 TOTAL	
	D3081007	

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.

RETURN TO:
DAY & SCHNEIDER, P.A.
ATTN: G. CLAIR BAKER, JR.
STE. 300, 120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

115C3046319

A 345255

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3293 1417

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

CERTIFICATE OF [ ] MERGER

[X] TRANSFER

[ ] CONSOLIDATION

[ ] SHARE EXCHANGE

TO: [X] Clerk of the Circuit Court for WASHINGTON COUNTY (LAND RECORD)

[ ] _____ Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of TRANSFER have been filed in this office on December 13, 1990

1) The name of each party to the Articles is HIGHFIELD LIQUOR,INC. (A MD. CORP.)-TRANSFEROR and COUNTRY SPIRITS, INC. (A MD. 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 COUNTRY SPIRITS, INC.

As Witness my hand and the Official seal of the said Department at Baltimore this 27th day of December 1990.

Geraldine C. Sheley
Office Supervisor II

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

1990 NOV 15 A 8:19

LAND RIGHTS LETTER, Inc.

ARTICLES OF INCORPORATION 11/15/90 8:19

FIRST: I, Jo Ann Frobouck, whose post office address is 5329 Mondell Road, 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:

LAND RIGHTS LETTER, 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 and distributions to organizations that qualify as exempt organizations under Section #501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purpose, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, gift, purchase or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation as to the amount of value, except such limitations if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principle therof, 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

1990 NOV 26 A 8:25

033004

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 if any such property shall be received and accepted if it is conditioned or limited in such manner as would 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 NINETH of these Articles of Incorporation, or 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 1986, 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 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 or 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 (subscribers), 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 1986 (or 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 1986 (or 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 consider and deal by all lawful means with common problems involved in developing and operating a program of publishing and editing, the LAND RIGHTS LETTER, which is to serve as a nationwide clearinghouse for information affecting individual ownership and use of land, and to educate nationwide property owners and other concerned citizens of the United States of America, through a monthly newsletter focusing on private property issues.

The many Federal, State and Local regulations governing environmental protection create an ongoing need for public awareness of individual rights associated with the ownership and use of land. The LAND RIGHTS LETTER will provide a medium that will enhance public

awareness, enabling property owners and other concerned citizens to make informed decisions affecting their properties, located throughout the United States of America.

(3) The Corporation is organized and operated exclusively for the stated purpose and for other non-profit purpose, and no part of the net earnings shall inure to the benefit of any member (subscriber).

FOURTH: The Post Office address of the principal office of the Corporation in this state is 5329 Mondell Road, Sharpsburg, MD 21756.

The name and address of the Resident Agent of the Corporation in this state is: Jo Ann Frobouck, 5329 Mondell Road, Sharpsburg, MD 21756.

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-subscribers shall be set forth in the By-Laws of the Corporation.

SIXTH: The number of Directors of the Corporation shall be five (5) or other such number, but not less than two (2) or more than five (5), as pursuant to the By-Laws of the Corporation, but shall never be less than two (2). The names of the Directors, who shall act until the first annual meeting, or until their successors are duly and qualified are:

Jo Ann Frobouck, President/Treasurer

Ann G. Corcoran, Vice-President/Secretary

SEVENTH: Upon dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property is previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provision or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) Reference to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its 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 and 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 1986, (or the corresponding provision of any future United States Internal Revenue Law), as now in force or afterwards amended.

(b) The term "charitable purpose" 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 1986, 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 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 1986, or corresponding provisions of any subsequent Federal Tax Laws.

(b) The Corporation shall not engage in any act of selfdealing as defined in Section #4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

(c) The Corporation shall not retain any excess business holdings as defined in Section #4942(c) of the Internal Revenue Code of 1986, 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 1986, or corresponding provisions of any subsequent Federal Tax Laws.

(e) The Corporation shall not make any taxable expenditures as defined under Section #4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal Tax Laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12th day of November, 1990, and I acknowledge the same to be my act.

Jo Ann Frobouck

Jo Ann Frobouck

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I hereby certify that on this 12th day of November, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared, Jo Ann Frobouck, and acknowledged the foregoing Articles of Incorporation to be her act, and deed and further made an oath in jue form of law that the matters and facts set forth insaid Articles of Incorporation with respect to the approval thereof, are true to the best of her knowledge, information and belief.

WITNESS my hand and Official Notary Seal the day and year last above written.

Mary Virginia S Breeden
Notary Public

My Commission Expires Nov 22, 1993

MARY VIRGINIA S. BREEDEN
WASHINGTON COUNTY, MARYLAND
NOTARY PUBLIC

1290 1713

BY-LAWS OF THE
LAND RIGHTS LETTER, INC.

ARTICLE I - NAME.

The full name of this organization shall be:
LAND RIGHTS LETTER, INC.

ARTICLE II - PURPOSE.

The Land Rights Letter is organized and will operate exclusively as a not for profit organization, for the purpose of developing and operating a program of publishing and editing the LAND RIGHTS LETTER, which is to serve as a nationwide clearinghouse for information affecting individual ownership and use of land, and to educate nationwide property owners and other concerned citizens of the United States of America, through a monthly newsletter focusing on private property issues.

The many Federal, State and Local regulations governing environmental protection create an ongoing need for public awareness of individual rights associated with the ownership and use of land. The LAND RIGHTS LETTER will provide a medium that will enhance public awareness, enabling property owners and other concerned citizens to make informed decisions affecting their properties, located throughout the United States of America.

ARTICLE III - BOARD OF DIRECTORS AND OFFICERS.

SECTION 1 - GENERAL POWERS

The property and business of the Corporation shall be managed under the direction of the Board of Directors.

SECTION 2 -- **OFFICERS**

The officers of the Corporation shall be the President, Vice-President, Secretary, and Treasurer; who shall be elected annually by all of the Board of Directors. An individual may hold more than one office, however, none may hold the combined offices of President and Secretary. An individual who holds more than one office in the Corporation may act in more than one capacity to execute, acknowledge or verify any instrument required to be executed, acknowledged or verified by more than one officer.

SECTION 3 -- **BOARD OF DIRECTORS**

The Board of Directors shall consist of no more than five (5) or other such number, but no less than two (2) members. The Board of Directors shall consist of the President, Vice-President, Secretary, Treasurer and one (1) At-Large Director, to be elected annually by the Board of Directors, at the annual Corporate meeting.

SECTION 4 - **COMPENSATION OF DIRECTORS.**

Directors shall not receive any stated salary for their services as such. Nothing contained herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation thereof.

SECTION 5 -- **MEMBERS**

There will be no dues paying members of the Corporation. Annual subscribers to the Land Rights Letter, who are in goodstanding and whose subscriptions are paid in full, will be considered members of the Corporation, until such time as they decide to cease paying a subscription fee and no longer receive the Land Rights Letter. These members will not have any voting rights.

ARTICLE IV - MEETINGS.

The Board of Directors may hold their meetings and have more than one office, and keep the books of the Corporation either within or outside the State of Maryland, at such place or places as they may from time to time determined by Resolution or by written consent of all the Directors.

Meetings of the Board of Directors may be called by any board member, but a quorum of 100 per cent of the board is needed to conduct a meeting and act on any business. Only Board of Director members are eligible to vote at these meetings, though they are open for member-subscribers to attend. The Board of Directors may hold their meetings by telephone conference or other similar electronic communications equipment in accordance with the provisions of the Maryland Corporation Law. Any business may be transacted at any regular meeting of the Board.

ARTICLE V - STANDARDS OF THE ORGANIZATION

All Board of Director members, employees and member-subscribers must:

(a) Abide by the Articles of Incorporation and By-Laws of this organization.

(b) Must not represent themselves as a Land Rights Letter, Inc. member-subscriber, employee or Board of Director member, or from the Land Rights Letter, Inc. organization itself; in the participation of, or in the intervention of (including the publishing and distribution of statements) of any political campaign on behalf of any candidate for public office.

ARTICLE VI - MISCELLANEOUS PROVISIONS.

SECTION 1. **FISCAL YEAR**

The fiscal year shall begin on January 1st and end on December 31st.

ARTICLE VII - AMENDEMENTS.

SECTION 1. **AMENDMENTS OF BY-LAWS.**

The Board of Directors shall have the power and authority to amend, alter or repeal these By-Laws or any provision thereof, and make additional By-Laws by an affirmation of 100 percent of the Board of Directors.

ARTICLE VIII - NOTICE.

Should any questions arise that are not covered by the precise language of this organization's Articles of Incorporation and By-Laws, the Board of Directors shall accept the responsibility of interpreting them and making the necessary decisions.

Land Rights Letter, Inc.
November, 1990

3290 1717

710

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 WCS BUSINESS CODE 04 COUNTY 71

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
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61	20	Rec. Fee (Arts. of Inc.)
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63		Rec. Fee (Merger or Consolidation)
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65		Rec. Fee (Dissolution)
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87		_____ Limited Part. Good Standing
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600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: Pem

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Land Rights Letter, Inc.
P.O. Box 568
Sharpsburg, Md. 21782

NOTE:

3290 1718

ARTICLES OF INCORPORATION
OF
LAND RIGHTS LETTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 15, 1990 AT 8:19 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3125713

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.

RETURN TO:
LAND RIGHTS LETTER, INC.
P.O. BOX 568
SHARPSBURG MD 21756

108C3045410

A 344398

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3290 1706

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

742

HAGERSTOWN CONSTRUCTION SERVICES, INC.

ARTICLES OF AMENDMENT

Hagerstown Construction Services, Inc., a Maryland corporation, (hereinafter called the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland that:

The Charter of the Corporation is hereby amended by changing its Resident Agent's name, address and the principal office of the Corporation as follows:

Resident Agent: John L. Herbert, Sr.
2215 Virginia Avenue
Hagerstown, MD 21740 [redacted]

Principal Office: Hagerstown Construction Services, Inc.
1016 Spruce Street
Hagerstown, MD 21740

The Board of Directors of the Corporation, at a special meeting duly convened and held on November 7, 1990, adopted a resolution in which was set forth the foregoing amendments to the charter, declaring that the said amendments of the charter were advisable and directing that it be submitted for action thereon at a Special Meeting of the Stockholders of the Corporation to be held on November 7, 1990. At said meeting which was duly convened, the Stockholders unanimously approved said amendments.

THE UNDERSIGNED, President of Hagerstown Construction Services, Inc., who executed on behalf of the 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 herein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Attest to Signature and Corporate Seal:

HAGERSTOWN CONSTRUCTION SERVICES, INC.

Donna M. Saunders
Donna M. Saunders
Secretary

By: John L. Herbert, Sr.
John L. Herbert, Sr.
President

STATE DEPT OF ASSESSMENTS & TAXATION
'90 DEC 3 AM 9 24
RECEIVED
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
1990 NOV 27 A 8:36
APPROVED FOR RECORD
11/27/90 AT 8:36a M.
3291 1031

STATE OF MARYLAND, COUNTY OF WASHINGTON, To Wit:-

I HEREBY CERTIFY, that on this 21ST day of November A.D., 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared John L. Herbert, Sr., who acknowledged himself to be President of Hagerstown Construction Services, Inc. and that he, as such President, being authorized so to do, executed the aforegoing instrument for the purposes therein contained by signing the name of said corporation by himself as President.

Witness my hand and official Notarial Seal.

Cynthia D. Delauter
Notary Public

My Commission Expires:

CYNTHIA D. DELAUTER
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires May 1, 1992

CYNTHIA D. DELAUTER NOTARY PUBLIC WASHINGTON CO

3291 1032

7111

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 MA BUSINESS CODE _____ COUNTY 71

D2004133 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 20

Name Change
(New Name) _____

- ___ Change of Name
- ✓ Change of Principal Office
- ✓ Change of Resident Agent
- ✓ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code 075

ATTENTION: Linda L. Prunt

MAIL TO ADDRESS: _____

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

3291 1033

APPROVED BY: SMH

ARTICLES OF AMENDMENT
OF
HAGERSTOWN CONSTRUCTION SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 27, 1990 AT 8:36 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2004133

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.

MAILED FEB 21 199

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
L.L. PUNT
P O BOX 1267
HAGERSTOWN MD 21741 1267

109C3045594

A 344570

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3291 1030
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

746 Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

1990 NOV 27 A 8:41

SOUND EXPRESSIONS AUTO RADIO, INC.

APPROVED FOR PAYMENT
11-27-90 at 8:41 A m.

ARTICLES OF INCORPORATION

A Statutory Close Corporation Under Title 4

FIRST: I, Keith Woodhams, whose post office address is 4241 Main Street, Rohrersville, Maryland 21779, being at least eighteen (18) years of age, hereby form a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereafter referred to as the 'Corporation'), is Sound Expressions Auto Radio, Inc.

THIRD: The corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Maryland Code.

FOURTH: The purposes for which the corporation is formed are:

(1) To promote sales and provide service for automobile radios.

(2) To do anything permitted by the Corporations and Associations Article Section 2-103 of the Maryland Code, as amended from time to time to the extent not inconsistent with Title 4 of said Article.

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 particular purpose, object or businesses, 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 the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation in this state is 4241 Main St., Rohrersville, Maryland 21779. The resident agent is an individual actually residing in this state whose name and post office address is Keith Woodhams, 4241 Main Street, Rohrersville, Maryland 21779.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is One Thousand (1,000) shares of common stock, with par value of One Dollar ($1.00) per

3292 1071

share all of one class. The aggregate par value of all shares of stock is One Thousand Dollars ($1,000.00).

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 three directors whose names are Keith Woodhams, Jody Koogle and Nicki Woodhams.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge same to be my act, this 23 day of November, 1990.

WITNESS

Keith Robert Woodhams SR

Keith Woodhams SR.

748

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Jodi P. Salisbury

MAIL TO ADDRESS: Salisbury & Salisbury
53 E Patrick St
Frederick, Md
21701

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: SMH

3292 1033

ARTICLES OF INCORPORATION
OF
SOUND EXPRESSIONS AUTO RADIO, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 27, 1990 AT 8:41 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3122595

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.

RETURN TO:
SALISBURY & SALISBURY
ATTN: TOD P. SALISBURY
53 E. PATRICK ST.
FREDERICK MD 21701

104C3042244

A 343664

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3292 1030
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

750 Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

11-29-90 8:19 A

ARTICLES OF INCORPORATION

WEST END ATHLETIC CLUB, INC.

A Maryland Non-Stock Corporation
Organized For Scientific, Educational and Charitable Purposes
Pursuant to Title Five, Subtitle Two
Of The Corporations and Associations Article
Of The Annotated Code of Maryland

FIRST: I, William L. Branch, whose post office address is 504 Vermont 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 WEST END ATHLETIC CLUB, INC.

THIRD: The purposes for which the Corporation is formed are:

(1) To establish, maintain and operate a scientific, educational and charitable organization for the promotion of sports in the community, including, but not limited to, the promotion and sponsorship of amateur athletics.

(2) To receive, administer and distribute funds and other property solely for religious, charitable, scientific, literary and educational purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time.

(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, in order to carry out the purposes set forth hereinabove, provided that such activity is permitted by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United Stated Internal Revenue Law, and (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

FOURTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation:

(1) No part of the net earnings of the Corporation

3290 0104

shall inure to the benefit of any Member, Director, Trustee, or Officer of the Corporation or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article Third hereinabove. In the event of the dissolution of the Corporation, no Member, Director, Trustee or Officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the Corporation's assets.

(2) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(3) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(4) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(5) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(6) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(7) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(8) Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be carried on by: (a) a Corporation exempt from Federal income tax under Section

501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law, or (b) a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

(9) In the event of the dissolution of the Corporation, or the discontinuance of its activities, the assets of the Corporation shall be distributed exclusively to organizations which would then qualify for exemption from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

FIFTH: The post office address of the principal office of the Corporation in this State is 222 West Franklin Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is William L. Branch, 504 Vermont Avenue, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

SIXTH: The Corporation shall have no authority to issue capital stock.

SEVENTH: The qualifications for and other matters pertaining to the Members shall be as set forth in the By-Laws of the Corporation.

EIGHTH: 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).

The names of the Directors who shall act until the first annual meeting or until their successors are duly elected and have qualified are: William L. Branch, President; Richard W. Mulligan, Vice President; and Robert A. Shifflett, Secretary/Treasurer.

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) No present or former Director or Officer of the Corporation shall be liable to the Corporation or its Members for monetary damages except to the extent that either: (a) it is proved that such Director or Officer

actually received improper benefit or profit in money, property or services, or (b) a judgment or other final adjudication adverse to such Director or Officer is entered in a proceeding based upon a finding in such proceeding that such Director's or Officer's action or failure to act was the result of active and deliberate dishonesty or was intentionally wrongful, willful, or malicious, and such finding, in either case, was material to the cause of action adjudicated in such proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 24th day of October, 1990, and I acknowledge the same to be my act.

WITNESS:

Debra M. Kline

William L. Branch

William L. Branch

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 24th day of October, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared William L. Branch and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Debra McClure Kline

Notary Public

My Commission Expires:
November 1, 1993

3290 0107

754

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 04 COUNTY 71

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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21		Recordation Tax
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23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Kent M. Oliver

MAIL TO ADDRESS: Miller Oliver Brackley & Stone
28 W. Washington St.
P.O. Box 1269
Hagerstown Md
21741-1269

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JmT

ARTICLES OF INCORPORATION
OF
WEST END ATHLETIC CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 29, 1990 AT 8:19 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3123866

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.

RETURN TO:
MILLER, OLIVER, BECHLEY & STONE
ATTN: KENT N. OLIVER
28 W. WASHINGTON ST.
P.O. BOX 1269
HAGERSTOWN MD 21741 1269

105C3042393

A 344151

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

756 Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

THE AQUEDUCT INC.

11-29-90 8:28

ARTICLES OF INCORPORATION

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 82 West Washington Street, 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

THE AQUEDUCT, INC.

THIRD: The 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 11 East Main Street, P. O. Box 490, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 82 West Washington Street, Hagerstown, MD 21740. Said Resident Agent is a Maryland Corporation.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue will be Two Hundred Thousand (200,000) shares of Common Stock, of two classes, as follows:

(A) One Hundred Thousand (100,000) shares of Class A Common Stock, One Dollar ($1.00) par value, with voting rights.

(B) One Hundred Thousand (100,000) shares of Class B Common Stock, One Dollar ($1.00) par value, with no voting rights.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders.

The name of the director who shall act until the first annual meeting or until his successors are duly chosen and qualified is James G. Myers.

1990 NOV 29 A 8:28
1991 JAN 10 PM 3:00
0348 0470

SEVENTH: Except as may otherwise be provided by the board of Directors, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the corporation and of the directors and stockholders thereof:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering 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

3293 0471

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 not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract of transaction bears burden of providing 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 there by 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 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 attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding by judgment, order, settlement, convection, 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 the reason of the fact that he, 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 of other enterprise, against expenses (including attorney's 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 reasonable 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 these premises, shall determine upon application that, despite the adjudication of the 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 a 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 attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article 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 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 27th day of November, 1990 and I acknowledge the same to be my act.

WITNESS:

Barbara J. Wolfe

Dixie C. Newhouse

761

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MR BUSINESS CODE 03 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	40	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ____
		Other ____

TOTAL FEES 60

✓ Check ____ Cash

____ Documents on ____ checks

APPROVED BY: J.M.T.

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Dixie C. Newhouse

MAIL TO ADDRESS: Creager & Newhouse, ESQ. P.O. Box 1417 Hagerstown, Md. 21741-1417

NOTE:

3293 0475

762

ARTICLES OF INCORPORATION
OF
THE AQUEDUCT, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 29, 1990 AT 8:28 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40.00	$ 20.00	$

D3130531

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.

MAILED FEB 21 1991

RETURN TO:
CREAGER & NEWHOUSE, P.A.
ATTN: DIXIE C. NEWHOUSE
P.O. BOX 1417
HAGERSTOWN MD 21741 1417

115C3046185

A 345142

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3293 0469

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

11-30-90 8:47W

FACULTY PROFESSIONAL ASSOCIATION OF HAGERSTOWN JUNIOR COLLEGE, INC.

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

FACULTY PROFESSIONAL ASSOCIATION
OF HAGERSTOWN JUNIOR COLLEGE, 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(s)(3) and 501(c)(4) and 501(c)(7) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and more specifically, to receive and administer funds for such charitable, civic and educational 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

1990 NOV 30 A 8:47
3290 0682

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 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), 501(c)(4), and 501(c)(7) of the Internal Revenue Code of 1986, 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, and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific, educational, civic 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. 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), 501(c)(4), and 501(c)(7) of the Internal Revenue Code of 1986 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 1986 (or the corresponding provision of any future United States Internal Revenue Law).

(c) Included among the educational, charitable and civic 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 enhance the Hagerstown Junior College faculty's presence in the Community;

2. To foster communication, disseminate information, and educate the faculty, administration, board members, and the Community on items of interest to Hagerstown Junior College and the Community at large;

3. To enrich and enhance the social life of the faculty of Hagerstown Junior College; and

4. To act in a philanthropic fashion to financially assist students of Hagerstown Junior College.

FOURTH: The post office addess of the principal office of the Corporation in this State is 751 Robinwood Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert Robertson, 53 Emerald Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of qualifications for, and other matters relating to its members shall be as set forth in the by-

laws of the Corporation.

SIXTH: The number of the Directors of the Corporation shall be six (6), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than 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: Dr. Thomas Beecroft, Dr. William Elliott, Robert Robertson, Beverly Burkhart, Daniel Bock, and Helen Bissett.

SEVENTH: Upon the dissolution of the Corporation´s affairs, or upon the abandonment of the Corporation´s activities due to its impracticalbe or expedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the Corporation to which the property previously belonged.

EIGHTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

NINTH: In these Articles of Incorporation,

(a) References to "charitable organizations" or "charitable organization" means 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), 501(c)(4) and 501(c)(7) of the Internal Revenue Code of 1986, 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, civic or educational purposes within the meaning of the terms used in Section 501(c)(3), 501(c)(4) and 501(c)(7) of the Internal Revenue Code of 1986 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 or undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, 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 1986, 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 1986, 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 1986, 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 1986, or corresponding provisions of any subsequent federal tax laws.

IN WITNESS WHEREOF I have signed these Articles of Incorporation this 28th day of November, ~~1988~~ 1990, and I acknow-ledge the same to be my act.

Edward L. Kuczynski

3290 0688

770

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02WCS BUSINESS CODE 04 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ____ Stock ✓ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
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23		Local Transfer Tax
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Edward Kuczynski
55 N Jonathan St
Hagerstown Md
21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: RO

3290 (09)

ARTICLES OF INCORPORATION
OF
FACULTY PROFESSIONAL ASSOCIATION OF HAGERSTOWN
JUNIOR COLLEGE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 30, 1990 AT 8:47 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3124898

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.

RETURN TO:
EDWARD KUCZYNSKI
55 N JONATHAN ST.
HAGERSTOWN MD 21740

107C3045257

A 344264

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3290 0481

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

772

REAR STEER, INC.

11-30-90 8:49a

(A Close Corporation Under Title 4 of Corporation and Association Article)

ARTICLES OF INCORPORATION

1990 NOV 30 A 8:49

1. Incorporators. The undersigned, Jeffrey S. Dickinson, of 417 Kingswood Terrace, Hagerstown, Maryland 21740, and John M. Dickinson, Jr., of 1728 Pennsylvania Avenue, Hagerstown, Maryland 21740, each being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is REAR STEER, INC.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

4. Purposes. The purposes for which the Corporation is formed are as follows:

a) To manufacture, promote, market and sell rear steering devices for motor vehicles.

b) To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

c) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

3290 0695

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 417 Kingswood Terrace, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Jeffrey S. Dickinson, 417 Kingswood Terrace, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director whose name is Jeffrey S. Dickinson.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

(1) President and Treasurer - Jeffrey S. Dickinson

(2) Vice-Pres. and Secretary -John M. Dickinson, Jr.

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand ($100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28th day of November, A.D., 1990.

WITNESS:

Jeffrey S. Dickinson (SEAL)
Jeffrey S. Dickinson

John M. Dickinson Jr. (SEAL)
John M. Dickinson, Jr.

3290 0696

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 28th day of Nov., A.D., 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Jeffrey S. Dickinson, proven to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

JoAnn M. Lucas
Notary Public

My Commission Expires: 12/1/93

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 28th day of Nov., A.D., 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared John M. Dickinson, Jr. proven to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

JoAnn M. Lucas
Notary Public

My Commission Expires: 12/1/93

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

775

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 WCS BUSINESS CODE 03 COUNTY 71

_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
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50		Cert. of Qual. or Reg.
51		Foreign Name Registration
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53		Foreign Resolution
73		Certificate of Conveyance
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Robert Stone
120 N. Potomac St
Hagerstown Md 21740

TOTAL FEES 40

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

3290 0698

APPROVED BY: gb

ARTICLES OF INCORPORATION
OF
REAR STEER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 30, 1990 AT 8:49 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3124914

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.

MAILED DEC 21 1990

RETURN TO:
ROBERT STONE
120 N. POTOMAC ST.
HAGERSTOWN MD 21740

107C3045259

A 344266

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

ARTICLES OF INCORPORATION

OF

HAGERSTOWN PHYSICAL THERAPY ASSOCIATES, INC.

A Close Corporation

FIRST: The undersigned, HERBERT A. THALER, JR. whose post office address is 343 North Charles Street, Baltimore, Maryland 21201, being at least eighteen years of age, does hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the Corporation) is:

HAGERSTOWN PHYSICAL THERAPY ASSOCIATES, 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 business of providing physical therapy services and or any business related thereto.

b) To purchase, own, hold, lease, convey, mortgage, pledge, transfer or otherwise acquire or dispose of lands, tenements, hereditaments, building, structures and all other property, both real and personal, of every class and description or any interest therein, necessary or desirable for the purpose of carrying on the aforesaid businesses or objects, or any of them.

c) To sell, lease, convey, transfer, lend and dispose of any and all of its assets, in the manner permitted by law, and to accept in return therefor property, cash, bonds, stocks or any other things of value.

HE[redacted]T A. THALER, JR.
[redacted]TORNEY AT LAW
[redacted]RTH CHARLES STREET
[redacted]ORE, MARYLAND 21201
(301) 539 6664

11/30/90 4:00 3290 0478

d) To borrow or raise money for any of the purposes of the corporation and to issue notes, bonds, debentures or other obligations of any nature, and in any manner permitted by law, for moneys 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 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 notes, bonds, debentures or other obligations of the corporation for its corporate purposes.

e) To apply for, purchase or otherwise acquire, hold, use, sell, mortgage, license, assign or otherwise dispose of letters patent of the United States and of any foreign country and any and all patent rights, licenses, copy rights, privileges, inventions, improvements, formulas, processes, trade-marks and trade-names relating to or useful in connection with any business carried on by the corporation.

f) To purchase, lease or otherwise acquire all or any part of the property, rights, business, contracts, good will, franchises and assets of every kind, of any corporation, co-partnership or individual carrying on in whole or in part any of the aforesaid businesses or any other business that this corporation may be authorized to carry on, and to under take, guarantee, assume and pay for any such property, rights, business, contracts, good will, franchises or assets by the issuance, in accordance with the laws of Maryland, of stocks, bonds or other securities of this corporation or otherwise.

RT A. THALER, JR.
ATTORNEY AT LAW
NORTH CHARLES STREET
MORE, MARYLAND 21201
(301) 539-6664

3290 0479

g) To subscribe or otherwise contract for purchase or otherwise acquire, own, hold, sell or otherwise dispose of any stock, bonds, notes or other securities or obligations of any other corporation or corporations of the State of Maryland, or any other State, Territory, district or country, and to exercise all rights and powers of ownership thereof, including the right to vote and to make contracts (including contract to guarantee payment of any debts or securities or performance of any obligations or contracts), engagements, advances or expenditures, to aid or to promote the interests of any corporation in any of whose stock or securities it shall have any interest.

h) To carry on any other business which may seem to the corporation to be calculated, directly or in directly, to effectuate the aforesaid objects, or any of them, or to facilitate the transaction of its aforesaid businesses, or any of them, or any part of them, or the transaction of any other business that may be calculated, directly or indirectly, to enhance the value of its property, business or rights.

i) To perform all or any part of the aforesaid purposes and objects as principal, agent, contractor or otherwise, either alone or through or in conjunction with any person, firm, association, partnership or corporation.

j) The aforegoing objects or purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these articles of incorporation, or any amendment thereto, and shall each be regarded as independent and construed as powers as well as

HE[redacted]T A. THALER, JR.
TORNEY AT LAW
RTH CHARLES STREET
ORE, MARYLAND 21201
(301) 539-6664

3290 040

objects and purposes.

k) It is distinctly understood that the above powers granted to the corporation are in furtherance, and not in limitation, of the general powers conferred by law upon corporations; and it is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business mentioned or to limit or restrict any of the powers of the corporation.

FIFTH: The post office address of the principal office of the Corporation in Maryland is 100 Long Meadow Drive, Hagerstown, MD 21740. The name of the resident agent of the Corporation in Maryland is **HERBERT A. THALER, JR.**, 343 North Charles Street, Baltimore, MD 21201. The said resident agent is an individual actually residing in this State.

SIXTH: The total number of shares of stock which the Corporation has authority to issue is FIVE THOUSAND (5,000) shares without par value.

SEVENTH: After the completion of the organization meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no board of directors. Until such time, the Corporation shall have two directors, whose names are **ARTHUR H. HORN, M.D.** and **ROCHELLE HORN**.

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting and regulating the power of the corporation and of the stockholders:

a) The stockholders of the corporation are hereby empowered to authorize the issuance, from time to time, of

ERT A. THALER, JR.
ATTORNEY AT LAW
NORTH CHARLES STREET
TIMORE, MARYLAND 21201
(301) 539-6664

3290 0481

stock, for such considerations as said stockholders may deem advisable, 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 anywise be affected or invalidated by the fact that any of the officers of this corporation are pecuniarily or otherwise interested in or are directors or officers of such other corporation.

c) The stockholders 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 the dividends and paid to the stockholders, subject, however, to the provisions of the charter; to direct and determine the use and disposition of any of such surplus or net profits. The stock holders may, in their discretion, use and apply any of such surplus of net profits in purchasing or acquiring any of the shares of stock of the corporation or other evidence of indebtedness to such extent and in such manner and upon such lawful terms as the stockholders shall deem expedient.

NINTH: The duration of the Corporation shall be perpetual.

HERBERT A. THALER, JR.
ATTORNEY AT LAW
NORTH CHARLES STREET
BALTIMORE, MARYLAND 21201
(301) 539-6664

3290 0482

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on the _____ day of November, 1990.

WITNESS:

_____ _____ (SEAL)
HERBERT A. THALER, JR.

ERT A. THALER, JR.
ATTORNEY AT LAW
NORTH CHARLES STREET
TIMORE, MARYLAND 21201
(301) 539-6664

3290 0487

783

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02WCS BUSINESS CODE 03 COUNTY 21

_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Herbert Schuler
343 N. Charles St.
Balt., Md 21201

TOTAL FEES _____

40 Check _____ Cash

NOTE:

2 Documents on 1 checks

APPROVED BY: A

3290 NM

ARTICLES OF INCORPORATION
OF
HAGERSTOWN PHYSICAL THERAPY ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 30, 1990 AT 4:00 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3124575

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.

MAILED DEC 21 1990

RETURN TO:
HERBERT A. THALER
343 N. CHARLES ST.
BALTIMORE MD 21201

106C3040058

A 344210

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3290 0477

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

11/30/90 4:00

ARTICLES OF INCORPORATION

OF

ARTHUR H. HORN, M.D., P.A.

FIRST: I, HERBERT A. THALER, JR., whose post office address is 343 North Charles Street, Baltimore, Maryland 21201, 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, including the Professional Service Corporations Subtitle of the Corporations and Associations Article of the Maryland Annotated Code; as amended.

SECOND: The name of the corporation which is hereafter referred to as the "Corporation" is

ARTHUR H. HORN, M.D., P.A.

THIRD: The purposes for which the Corporation is formed are:

1) To engage generally in the practice of medicine and in all business incidental thereto and to engage in any other lawful purpose and business.

2) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Maryland Annotated Code, and as limited by the Professional Service Corporations Subtitle of said Corporations and Associations Article, as amended from time to time.

HERBERT A. THALER, JR.
ATTORNEY AT LAW
343 NORTH CHARLES STREET
BALTIMORE, MARYLAND 21201
(301) 539-6664

03378026

3290 0472

FOURTH: The post office address of the principal office of the Corporation in this State is 100 Long Meadow Drive, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is **HERBERT A. THALER, JR.**, 343 North Charles Street, Baltimore, Maryland 21201. 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 with no par value.

SIXTH: The number of directors of the Corporation shall be one (1) or more, which number may be increased or decreased pursuant to the By-Laws of the Corporation but the number of directors shall never be less than the number of shareholders, provided that if there are more than three (3) shareholders, the Corporation need only have three (3) directors.

The name and address of the director who shall act until the first annual meeting or until his successors are appointed and qualified is:

ARTHUR H. HORN, M.D.
100 Long Meadow Drive
Hagerstown, MD 21740

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,

RT A. THALER, JR.
TTORNEY AT LAW
ORTH CHARLES STREET
MORE, MARYLAND 21201
(301) 539-6664

3290 0473

subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, conversion or other rights, voting powers, restrictions limitations as to dividends qualifications and the 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 thereby substantially adversely affected shall not be entitled to demand and receive payment of the face vale of his stock.

The enumeration and definition of a particular power of

HERBERT A. THALER, JR.
ATTORNEY AT LAW
343 NORTH CHARLES STREET
BALTIMORE, MARYLAND 21201
(301) 539-6664

3290 0474

the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this _____ day of November, 1990 and I acknowledge the same to be my act.

WITNESS;

_____ HERBERT A. THALER, JR.

RT A. THALER, JR.
ATTORNEY AT LAW
NORTH CHARLES STREET
IMORE, MARYLAND 21201
(301) 539-6664

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

789

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 WD BUSINESS CODE 06 COUNTY 71

_____ ✓ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Herbert J. Fisher
343 N. Charles St.
Balt., Md 21201

TOTAL FEES _____

40 Check ___ Cash

NOTE:

2 Documents on 1 checks

3290 0476

APPROVED BY: A

ARTICLES OF INCORPORATION
OF
ARTHUR H. HORN, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND NOVEMBER 30, 1990 AT 4:00 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3124567

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.

MAILED FEB 21 1991

RETURN TO:
HERBERT A. THALER
343 N. CHARLES ST.
BALTIMORE MD 21201

106C3040057

A 344209

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

7290 0471

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

12/3/90 at 9:04 a.m.

THE JEFFERSON HOUSE BUILDERS, INC.

(A Close Corporation Under Title 4 of Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Alvey L. Churchey of 248 Peacock Trail, Hagerstown, Maryland 21740, being at least 21 years of age, does hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is THE JEFFERSON HOUSE BUILDERS, INC.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

4. Purposes. The purposes for which the Corporation is formed are as follows:

a) To engage in the business of erecting or altering, under contract or otherwise, houses, churches, school houses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever name or nature; to make estimates on and bid for the construction of such buildings and to do every act and thing commonly done by building contractors; to buy and sell building materials and to enter into contracts for the wrecking of buildings.

To subdivide, alter, grade and otherwise improve land; to install, improve and construct roads, walks, paths and sidewalks, parks, recreational areas and playgrounds, drainage and utility systems, to employ and consult with engineers, surveyors, lawyers, accountants, other contractors and sub-contractors.

b) To acquire by purchase, lease or otherwise, lands and

1990 DEC -3 A 9:04

3290 1727

interests in lands, and to own, hold, improve, develop, and manage any real estate so acquired and to erect or remodel, or cause to be erected or remodeled, on any lands owned, held or occupied by the Corporation, buildings, houses or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected or remodeled, and to encumber or dispose of any lands or interests in lands and any improvements or portion or portions thereof, owned, held or leased by the Corporation.

c) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 864 Jefferson Boulevard, Hagerstown, Maryland 21740. The name and post office address of the resident agent of the Corporation in Maryland are Alvey L. Churchey, 248 Peacock Trial, Hagerstown, Maryland 21740. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director whose name is Alvey L. Churchey.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

(1) President and Treasurer - Alvey L. Churchey

(2) Vice-Pres. and Secretary - W. Wesley Churchey

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand ($100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation this 28th day of November, A.D., 1990.

WITNESS:

Joann McFaces

Alvey L. Churchey (SEAL)

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 28th day of November A.D., 1990, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Alvey L. Churchey, proven to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Joann McFaces
Notary Public

My Commission Expires: 12/1/93

JOANN McFACES NOTARY PUBLIC WASHINGTON CO.

3290 1729

794

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	28	Organ. & Capitalization
61	28	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Robert B. Stone, Esq.

MAIL TO ADDRESS: Millard Stone
120 North Potomac Street
Hagerstown, MD
21740

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: BMS

3290 1730

ARTICLES OF INCORPORATION
OF
THE JEFFERSON HOUSE BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 3, 1990 AT 9:04 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3125747

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.

RETURN TO:
MILLER & STONE
ATTN: ROBERT B. STONE
120 NORTH POTOMAC ST.
HAGERSTOWN MD 21740

108C3045413

A 344401

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3290 1726

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

APPROVED FOR PAYMENT
12/3/90 at 9:24 .m.

ARTICLES OF AMENDMENT ~~TO THE~~
ARTICLES OF INCORPORATION
OF
HAGERSTOWN EYE SPECIALISTS,
DRS. RUSSELL, KEENER & EDMONDS, P.A.

THIS IS TO CERTIFY:

FIRST: That the Board of Directors of Hagerstown Eye Specialists, Drs. Russell, Keener & Edmonds, P.A., a Maryland professional corporation, having its principal office at 251 East Baltimore Street, Hagerstown, Maryland 21740 at a meeting duly convened November 9, 1990 adopted the following:

RESOLVED: That it is advisable to amend the Charter by amending and changing the corporate name of said corporation to Hagerstown Eye Specialists, Drs. Keener, Edmonds & Bergman, P.A.

SECOND: That the name of the Corporation (which is hereafter called the Corporation) is: Hagerstown Eye Specialists, Drs. Keener, Edmonds & Bergman, P.A.

THIRD: That a proper notice was duly given to all stockholders of record entitled to vote, setting forth the proposed Resolution and Amendment upon which action would be taken at a Special Meeting of Stockholders slated for November 9, 1990 at the corporate office.

FOURTH: That said meeting was held and said amendment was unanimously passed by the Stockholders.

IN WITNESS WHEREOF, Hagerstown Eye Specialists, Drs. Keener, Edmonds & Bergman, P.A. has caused these presents to be signed in its name and on its behalf by its President and its President's signature witnessed by its Secretary this 28th day of November A.D., 1990.

Attest:

Craig Edmonds
Secretary

HAGERSTOWN EYE SPECIALISTS, DRS. KEENER, EDMONDS & BERGMAN, P.A.

By: Wilmer J. Keener
Wilmer J. Keener

RECEIVED
'90 DEC 3 AM 9 24
STATE DEPT. OF
ASSESSMENTS & TAXATION

3291 0884

STATE OF MARYLAND, COUNTY OF WASHINGTON, To Wit:-

I HEREBY CERTIFY, that on this 28th day of November A.D., 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Wilmer J. Keener, who acknowledged himself to be President of Hagerstown Eye Specialists, Drs. Keener, Edmonds & Bergman, P.A. and on behalf of the Corporation acknowledged the aforegoing Articles of Amendment to be the corporate act of the Corporation, and at the same time personally appeared Craig Edmonds, Secretary of the Corporation, acknowledging as Secretary that meetings of the Board of Directors and Stockholders were held and action taken as presented in these Articles of Amendment, the same being true to the best of his information, knowledge and belief.

Witness my hand and official Notarial Seal.

Ann Mozenge
Notary Public

My Commission Expires:

November 1993

3291 0885

798

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A MA BUSINESS CODE _____ COUNTY 71

D0611137 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
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62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
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51		Foreign Name Registration
13		____ Certified Copy ____
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54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
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21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ____
		Other ____

TOTAL FEES 20

Name Change (New Name) Hagerstown Eye Specialists, Drs. Keener, Edmonds & Bergman, P.A.

- ✓ Change of Name
- ___ Change of Principal Office
- ___ Change of Resident Agent
- ___ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change ____

Code 075

ATTENTION: Linda L. Punt, Esq.

MAIL TO ADDRESS: _____

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: BMJ

3291 0886

ARTICLES OF AMENDMENT
OF
HAGERSTOWN EYE SPECIALISTS, DRS. RUSSELL,
KEENER & EDMONDS, P.A.
CHANGING ITS NAME TO:
HAGERSTOWN EYE SPECIALISTS, DRS. KEENER,
EDMONDS & BERGMAN, P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 3, 1990 AT 9:24 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0611137

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.

RETURN TO:
MEYERS, YOUNG & GROVE, P.A.
LINDA L. PUNT
P O BOX 1267
HAGERSTOWN MD 21741 1267

109C3045565

A 344545

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3291 0993

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
12/6/90 at 8:42 .m.

A Maryland Close Corporation
Organized Pursuant to Title Four of
Corporations and Associations Article
of the Annotated Code of Maryland

ARTICLES OF INCORPORATION
OF
ARCHITECTURAL PRODUCTS, INC.

FIRST: I, William S. Barton, whose post office address is 207 South Potomac Street, Hagerstown, Maryland 21740 and being at least Eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation, which is hereafter called the "Corporation," is Architectural Products, 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 manufacture, marketing, sale and distribution of all architectural items.

(2) 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; and

(3) 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

1990 DEC 6 A 8:42

03408042
2291 2517

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; and

(4) 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 92 West Washington Street, Suite 204, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is David K. Cushwa, IV, 92 West Washington Street, Suite 204, Hagerstown, Maryland 21740. The Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is Five Thousand (5,000) shares of Common Stock, without par value.

SEVENTH: The number of Directors shall be One (1) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Director, who shall act until the first Annual Meeting or until his successor is duly chosen and qualified, is David K. Cushwa, IV.

EIGHTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of its stockholders, 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, 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

3291 2518

the Annotated Code of Maryland, or any statute, rule or regulation of similar import.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 4th day of December, 1990, and I acknowledge the same to be my act and deed.

William S. Barton

802

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 02 BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	30	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: PCM

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: William S. Barton, Esq.

MAIL TO ADDRESS: Urner, Nair + Barton
207 South Potomac Street
Hagerstown, MD 21740

NOTE:

3291 2520

ARTICLES OF INCORPORATION
OF
ARCHITECTURAL PRODUCTS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 6, 1990 AT 8:42 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	$ 20.00	$

D3127289

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.

RETURN TO:
URNER, NAIRN & BARTON
ATTN: WILLIAM S. BARTON
207 SOUTH POTOMAC ST.
HAGERSTOWN MD 21740

110C3045740

A 344694

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3291 2516

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

BARNES ASPHALT MAINTENANCE, INC.
ARTICLES OF SALE AND TRANSFER 12-6-90 8:55a

Articles of Sale and Transfer are entered into this 10th day of April 1990 by and between Barnes Asphalt Maintenance, Inc., a Maryland corporation, hereinafter referred to as the "Transferor" and Blue John's, Inc., a Maryland corporation, hereinafter referred to as the "Transferee".

THIS IS TO CERTIFY:

FIRST: Transferor does hereby agree to sell, assign and transfer substantially all of its property and assets to Transferee as is hereinafter recited.

SECOND: The name, post office address, and principal place of business of Transferor is Barnes Asphalt Maintenance, Inc., 2510 Bluebird Avenue, Hagerstown, Maryland 21740, which address is the principal place of business of Transferor.

THIRD: The names, post office address and principal place of business of Transferee is Blue John's, Inc., Rt. 12, Box 240, Hagerstown, Maryland 21740, which address is the principal place of business of Transferee.

FOURTH: The name and state of incorporation of each corporation party to these Articles of Sale and Transfer are as follows:

Transferor is Barnes Asphalt Maintenance, Inc., a corporation organized under the laws of the State of Maryland.

Transferee is Blue John's, Inc., a corporation organized under the laws of the State of Maryland.

FIFTH: The nature and amount of the consideration to be paid by Transferee for the property and assets hereby transferred to it from Transferor is Ninety Five Thousand Six Hundred Fifty ($95,650.00) Dollars to be paid in accordance with the terms of an Agreement of Sale by and between the parties dated November 8, 1989, and an Amendment thereto dated February 28, 1990, "the Agreement".

SIXTH: Transferor owns no real property in Washington County, Maryland. Transferee owns no real property in Washington County, Maryland.

SEVENTH: The Board of Directors of Transferor, by unanimous action by all the members thereof at a Special Meeting of the Board of Directors, duly adopted a resolution declaring that the sale, assignment, and transfer of

1990 DEC -6 A 8:55

3293 1580

03408050

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, 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 Special Meeting of the Stockholders of Transferor was held, at which time the approval of these Articles of Sale and Transfer was obtained by an affirmative vote of in excess of two thirds (2/3) of those Stockholders entitled to vote on the matter all in the manner and by vote required by the Corporations and Associations Article of the Annotated Code of Maryland and the Charter of Transferor.

EIGHTH: As to the Transferee, the sale, assignment, and transfer to be effected pursuant to these Articles of Sale and Transfer was duly advised, authorized, and approved in the manner and by the vote required by the Charter of the corporate Transferee and by the laws of the State of Maryland under which the corporate Transferee was organized. In this regard, the Stockholders and Directors of Transferee at a Special Meeting unanimously approved these Articles of Sale and Transfer.

NINTH: In consideration of the payment to Transferor of Ninety Five Thousand Six Hundred Fifty ($95,650.00) Dollars, in accordance with the terms and conditions of the above referenced Agreement, Transferor does hereby bargain, sell, grant, convey and assign to Transferee, its successors and assigns, the items on Exhibit A attached hereto.

TENTH: These Articles of Sale and Transfer are executed, acknowledged, sealed and delivered in the State of Maryland by Transferor and Transferee, respectively Maryland corporations. It is accordingly understood and agreed that these Articles of Sale and Transfer shall be construed entirely in accordance with the law applicable to contracts made and entirely to be performed within the State of Maryland.

ELEVENTH: These Articles of Sale and Transfer are executed in multiple counterparts each of which shall be deemed to constitute an original and the parties intend to file one of the same with the State Department of Assessments and Taxation.

IN WITNESS WHEREOF, Barnes Asphalt Maintenance, Inc. and Blue John's, Inc., parties to these Articles of Sale and Transfer have caused these Articles of Sale and Transfer to be signed and acknowledged in the name and on behalf of each corporation, by its President and attested by its Secretary as

of the 10th day of April 1990.

Attest to Signature
and Corporate Seal:

Marilyn E. Barnes
Secretary

BARNES ASPHALT MAINTENANCE, INC.,
a Maryland corporation

BY: Raymond E. Barnes (SEAL)
Raymond E. Barnes, President

Attest to Signature
and Corporate Seal:

Secretary

BLUE JOHNS, INC.,
a Maryland corporation

BY: Steven D. Fulton (SEAL)
Steven D. Fulton, President

The undersigned, Raymond E. Barnes, President of Barnes Asphalt Maintenance, Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer on which this certificate is made a part hereby acknowledges, in the name and on behalf of said Corporation, the aforegoing 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 herein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

BARNES ASPHALT MAINTENANCE, INC.

BY: Raymond E. Barnes

The undersigned, Steven D. Fulton, President of Blue Johns, Inc., who executed on behalf of said Corporation the foregoing Articles of Sale and Transfer on which this certificate is made a part hereby acknowledges, in the name and on behalf of said Corporation, the aforegoing 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 herein, with respect to the approval thereof, are true in all material respects, under the penalties of perjury.

BLUE JOHNS, INC.

BY: Steven D. Fulton

3293 1582

EXHIBIT A

Attachment to Agreement of Sale between Blue John's, Inc. and A. C. & T. Co., Inc.

List of Equipment

1986 F-350 Ford Truck -- Serial # 1FDKF3716GPB23838 equipped with Satellite pumping unit

One LELY Portable Pump and Tank

One Homemade Portable Flat Trailer

140 Portable Toilets in rentable condition

Two Roller Toilet Units

All Business Forms, Invoices, Stationery, excluding office furnishings and office equipment

All Miscellaneous Parts, Chemicals and Supplies

808

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 12MA BUSINESS CODE _____ COUNTY 71

#_____ ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

~~Merging~~ (Transferor) Barnes Asphalt Maintenance, Inc.
D1223718

~~Surviving~~ (Transferee) Blue John's, Inc.
D2914653

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64	20	Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name)_____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change_____

Code_____

ATTENTION:_____

MAIL TO ADDRESS: Michael Schaefer
152 W. Wash. St
Hagerstown Md
21740

TOTAL FEES 20

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JW

3293 1584

ARTICLES OF TRANSFER
OF
BARNES ASPHALT MAINTENANCE, INC.
(A MD CORP.) TRANSFEROR
AND
BLUE JOHN'S, INC.
(A MD CORP.) TRANSFEREE

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 6, 1990 AT 8:55 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	$

D2914653

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.

RETURN TO:
MICHAEL SCHAEFER
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

115C3046351

A 345282

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3293 1579

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

1990 DEC 10 A 9:05

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
RECEIVED FOR RECORD

12-10-90 9:05 A

ARTICLES OF INCORPORATION
OF
R. E. HUNTZBERRY EXCAVATING AND BUILDING CONTRACTORS, INC.

FIRST: I, James W. Stone, whose post office address is 28 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 R. E. Huntzberry Excavating and Building Contractors, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the excavating, building and general contracting 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 RFD 1, Box 242E, Crystal Falls Drive, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Robert E. Huntzberry, Jr., RFD 1, Box 242E, Crystal Falls Drive, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of common stock, with a par value of One ($1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), except that

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

The names of the Directors who shall act until the first annual meeting or until their successors are

duly elected and have qualified are: Robert E. Huntzberry, Mary E. Huntzberry, and Robert E. Huntzberry, Jr.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Board of Directors of the Corporation:

(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 or the Stockholders 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 and advance expenses to a present or former Director or Officer of the Corporation, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

(3) The Corporation may indemnify and advance expenses to any present or former corporate agent or employee other than a present or former Director or Officer, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

(4) No present or former Director or Officer of the Corporation shall be liable to the Corporation or its stockholders for monetary damages except to the extent that either: (a) it is proved that such Director or Officer actually received improper benefit or profit in money, property or services, or (b) a judgment or other final adjudication adverse to such Director or Officer is entered in a proceeding based upon a finding in such proceeding that such Director's or Officer's action or failure to act was the result of active and deliberate dishonesty or was intentionally wrongful, willful, or malicious, and such finding, in either case, was material to the cause of action adjudicated in such proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of December, 1990, and I acknowledge the same to be my act.

WITNESS:

Debra M. Kline

James W. Stone

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 6th day of December, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Debra McClure Kline
Notary Public

My Commission Expires:
November 1, 1993

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

813

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BL BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
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NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: James H. Stone

MAIL TO ADDRESS: Miller, Oliver, Brachley & Stone
28 N. Washington St
P.O. Box 1269
Hagerstown, Md
21741-1269

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: J.M.T

3292 2550

ARTICLES OF INCORPORATION
OF
R. E. HUNTZBERRY EXCAVATING AND BUILDING
CONTRACTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 10, 1990 AT 9:05 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3129459

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.

MAILED FEB 21 1991

RETURN TO:
MILLER, OLIVER, BEACHLEY & STONE
ATTN: JAMES W. STONE
28 W. WASHINGTON ST.
P.O. BOX 1269
HAGERSTOWN MD 21741 1269

115C3046077

A 345046

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3292 2646
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
12-10-90 at 9:53 A .m.

ARTICLES OF INCORPORATION
OF
EXCEL MORTGAGE SERVICES, INC.

FIRST: I, James W. Stone, whose post office address is 28 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 EXCEL Mortgage Services, Inc.

THIRD: The purposes for which the Corporation is formed are:

(1) To broker and originate real estate mortgage loans; 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 1622 Dual Highway, Suite B, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard J. Hopkins, 1622 Dual Highway, Suite B, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is one hundred thousand (100,000) shares of common stock, with a par value of One ($1.00) Dollar per share.

SIXTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), except that

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than one (1); and

(2) If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3) but not less than the number of stockholders.

3292 0926

The name of the Director who shall act until the first annual meeting or until his successor is duly elected and has qualified is: Richard J. Hopkins.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Board of Directors of the Corporation:

(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 or the Stockholders 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 and advance expenses to a present or former Director or Officer of the Corporation, in connection with a proceeding, to the

fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

(3) The Corporation may indemnify and advance expenses to any present or former corporate agent or employee other than a present or former Director or Officer, in connection with a proceeding, to the fullest extent permitted by the Indemnification Section for the indemnification of a director, and in accordance with the Indemnification Section.

(4) No present or former Director or Officer of the Corporation shall be liable to the Corporation or its stockholders for monetary damages except to the extent that either: (a) it is proved that such Director or Officer actually received improper benefit or profit in money, property or services, or (b) a judgment or other final adjudication adverse to such Director or Officer is entered in a proceeding based upon a finding in such proceeding that such Director's or Officer's action or failure to act was the result of active and deliberate dishonesty or was intentionally wrongful, willful, or malicious, and such finding, in either case, was material to the cause of action adjudicated in such proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 6th day of December, 1990, and I acknowledge the same to be my act.

WITNESS:

Debra M Kline

James W. Stone

STATE OF MARYLAND, COUNTY OF WASHINGTON, To-Wit:

I HEREBY CERTIFY, That on this 6th day of December, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared James W. Stone and acknowledged the foregoing Articles of Incorporation to be his voluntary act and deed.

WITNESS my hand and Official Notarial Seal.

Debra McClure Kline
Notary Public

My Commission Expires:
November 1, 1993

3292 0928

818

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 025 BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: JmT

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: James A. Stone

MAIL TO ADDRESS: Miller, Cliver, Brachlen & Stone
28 S. Washington St.
P.O. Box 1269
Frederick, Md
21741-1269

NOTE:

3292 0929

ARTICLES OF INCORPORATION
OF
EXCEL MORTGAGE SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 10, 1990 AT 9:53 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3128592

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.

MAILED FEB 21 1991

RETURN TO:
MILLER, OLIVER, BEACHLEY & STONE
ATTN: JAMES W. STONE
28 W. WASHINGTON ST.
P.O. BOX 1269
HAGERSTOWN MD 21741 1269

112C3045923

A 344870

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3292 095

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

APPROVED FOR PAYMENT
12-10-90 at 9:54 A.M.

ARTICLES OF INCORPORATION

OF

DUAL HIGHWAY MOTORS, INC.

I, Dan Rupli, Incorporator, being a resident of the State of Maryland and over 18 years of age do hereby associate to form a stock corporation under the law of Maryland and to that end set forth the following:

(A) The name of the corporation is Dual Highway Motors, Inc.;

(B) The purpose or purposes for which the corporation is organized are to engage in the purchase and sale of used automobiles, and to engage in any other related enterprise calculated or designed to be profitable to this corporation and in conformity with the laws of the State of Maryland, and to generally engage in, do, and perform any enterprise, act, or vocation that a natural person has the legal capacity to perform;;

1990 DEC 10 A 9:54

(C) The aggregate number of shares which the corporation shall have authority to issue at no par value per share are as follows:

Class and Series	Number of Shares	Value
Common Stock	5,000 Shares	No

(D) The post office address of the principal place of business of the corporation shall be 733 Dual Highway, Hagerstown, Maryland 21740;

3292 0941

(E) The name of its registered agent is Ray Allen Scott, who is a director of the corporation and whose address is 733 Dual Highway, Hagerstown, Maryland 21740;

(F) The number of directors are three (3) and the names and addresses of the persons who are to serve until the next annual meeting on September 1, 1991 are:

Name	Address
Ray Allen Scott	733 Dual Highway Hagerstown, Maryland 21740
Betty Jean Cogan	106 Meadowlark Lane Shepherdstown, West Va. 25443
Gary Lee Stotler	912 Potomac Avenue Hagerstown, Maryland 21740

In witness whereof, I acknowledge the foregoing Articles of Incorporation to be my act.

Dated December 4, 1990

DAN RUPLI, ESQ.
INCORPORATOR

WITNESS

SUBSCRIBED AND SWORN BEFORE ME on this 4th day of December, 1990, a Notary Public in and for the State of Maryland, Montgomery County.

NOTARY PUBLIC
State of Maryland
Montgomery County

My Commission Expires: October 1, 1993.

3292 0942

822

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 028 BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

TOTAL FEES 40

✓ Check ___ Cash

_____ Documents on _____ checks

APPROVED BY: J.m.T

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____
J. Frank Cogan
Betty Cogan

MAIL TO ADDRESS: _____
1016 Meadowlark Lane
Shepherdstown, WV
25443

NOTE:

3292 0947

ARTICLES OF INCORPORATION
OF
DUAL HIGHWAY MOTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 10, 1990 AT 9:54 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3128626

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.

RETURN TO:
J. FRANK COGAN
BETTY COGAN
106 MEDOWLARK LANE
SHAPERDSTOWN WV 25443

112C3045926

A 344873

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

7292 0940

Received for REcord February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

BRUCE EDWARDS, M.D., P.A.

ARTICLES OF INCORPORATION

12-13-90 10:15a

FIRST: I, Thomas M. DiGirolamo, 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 **Bruce Edwards, M.D., P.A.**

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in the practice of orthopaedic surgery and medicine; 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 1610 Oak Hill Avenue, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Bruce Edwards, M.D., 1610 Oak Hill 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 one (1), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three (3), but not less than 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: Bruce Edwards, M.D.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation, and of the Directors and Stockholders:

(1) The Board of Directors of the Corporation is hereby

lossberg & DiGirolamo
orneys at Law
West Washington Street
gerstown, Maryland 21740

1990 DEC 13 PM 12:15

empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereinafter 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 fixing or altering in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

EIGHTH: Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

NINTH: (1) As used in this Article Ninth, any word or words that are defined in §2-418 of the Corporations and Associations Article of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall have the same meaning as provided in the Indemnification Section.

(2) The Corporation may, as determined by the Board of Directors of the Corporation, indemnify and advance expenses to a director, officer, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Section.

Schlossberg & DiGirolamo
Attorneys at Law

134 West Washington Street
Hagerstown, Maryland 21740

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 12 day of December, 1990, and I acknowledge the same to be my voluntary act and deed.

Witness

Thomas M. DiGirolamo (SEAL)

826

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 028 BUSINESS CODE 66 COUNTY 71

_____ ✓ P.A. ___ Religious ___ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

_____ Change of Name
_____ Change of Principal Office
_____ Change of Resident Agent
_____ Change of Resident Agent Address
_____ Resignation of Resident Agent
_____ Designation of Resident Agent and Resident Agent's Address
_____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Thomas Di Girolamo
134 W. Wash. St.
Hagerstown, Md 21740

TOTAL FEES 70

✓ Check _____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: JP

ARTICLES OF INCORPORATION
OF
BRUCE EDWARDS, M.D., P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 13, 1990 AT 10:15 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3132370

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.

RETURN TO:
THOMAS DIGIROLAM
134 W. WASHINGTON ST.
HAGERSTOWN MD 21740

117C3046547

A 345434

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

CHURCH OF GOD OF HAGERSTOWN, INC.

"The Old Paths" Publishers

P. O. BOX 1069
919 CORBETT STREET
HAGERSTOWN, MD 21740
301-797-3893 & 790-0149
EARL E. MARQUISS, SR., DIRECTOR

November 14, 1990

RESOLUTION

The Board of Directors of Church of God of Hagerstown, Inc., a corporation organized in Maryland, on Sunday, November 11, 1990 duly approved a Resolution as follows:

RESOLVED: That the resident agent of the corporation is changed to

Mrs. Naomi R. Marquiss, Pastor
930 Marshall Street
Hagerstown, MD 21740

I, Vice President, 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.

Mrs. Leah Dobbins
Mrs. Leah Dobbins, Vice President

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12-14-90 at 8:51A.M.

3294 1456

STATE OF MARYLAND

State Department of Assessments and Taxation

829

Gene L. Burner, Director

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D 1009794 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonsto

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70	10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other ____
		Other ____

TOTAL FEES 10.00

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Age
___ Designation of Resident Age and Resident Agent's Addres
___ Other Change ____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Church of God of Hagerstown, Inc
930 Marshall St.
P.O. Box 1069
Hagerstown, Md.
21741-1069

___1___ Check ___ Cash

___1___ Documents on ___1___ checks

NOTE:

7294 1457

APPROVED BY: SH

CHANGE OF RESIDENT AGENT AND RESIDENT AGENTS ADDRESS
OF
CHURCH OF GOD OF HAGERSTOWN

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 14, 1990 AT 8:51 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D1009794

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.

MAILED FEB 21 1991

RETURN TO:
CHURCH OF GOD OF HAGERSTOWN, INC.
930 MARSHALL STREET
P. O. BOX 1069
HAGERSTOWN MD 21741 1069

118C3046657

A 345529

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

7394 145

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR PAYMENT
12-17-90 8:19 A.M.
1990 DEC 17 A 8:19

ARTICLES OF INCORPORATION,

OF

WASHINGTON COUNTY LAND QUALITY FOUNDATION, INC.

Under Title 5 of the "Corporations and Associations"

Article of the Annotated Code of Maryland

I, the undersigned, Steven F. Ernst, whose address is 13646 Broadfording Road, Clear Spring, Maryland, 21722, being at least eighteen years of age, do hereby form a nonstock corporation under the laws of the State of Maryland and adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is "WASHINGTON COUNTY LAND QUALITY FOUNDATION, INC." (the "Corporation").

SECOND: The Corporation is a nonstock corporation as defined in Title 5 of the "Corporations and Associations" Article of the Annotated Code of Maryland. The Corporation is not formed for pecuniary profit or financial gain. The purposes of the Corporation are exclusively for such charitable, educational and scientific purposes as are within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), or the corresponding provisions of any subsequent federal tax laws.

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To promote the preservation of agricultural land and open space in Washington County, Maryland ("Washington County") and other counties as determined in the by-laws of the corporation, by encouraging and assisting the activities of the Maryland Agricultural Land Preservation Foundation and other state and county preservation and agricultural support programs.

(b) To promote for the benefit of the general public the preservation, protection and balanced use of agricultural, natural, historic and cultural resources in Washington County, and other counties as determined in the by-laws of the corporation, including the acquisition and holding of easements and other real property interests where appropriate.

(c) To increase community appreciation and understanding of the natural and cultural environment through the protection and preservation of valuable resources for the enjoyment, education and benefit of present and future generations.

3294 1129
03518565

(d) To encourage responsible real estate development by suggesting careful planning to minimize the negative impact on agricultural activity, natural environments, historic and cultural resources and scenic views and by holding, or encouraging the holding of easements by other entities, to protect remaining agricultural land, open space and historic and cultural resources.

(e) To encourage innovative methods of land conservation consistent with environmentally sound land use.

(f) To cooperate with and assist local, state and federal governmental agencies and bodies, as well as other nonprofit organizations, in the preservation and conservation of agricultural land, open space, and historic and cultural resources.

(g) To engage in and promote the study of and education regarding natural resources and agriculture.

(h) To use all assets held or controlled by the corporation and the net earnings thereof for the benefit of the general public and for charitable, educational, recreational, conservation, scientific, cultural and historical purposes.

(i) To carry on any and all additional activities incident, related or appropriate to the furtherance of the above purposes.

FOURTH: In furtherance of its corporate purposes and subject to such limitations and conditions as are or may be prescribed by law, the Corporation shall have all other powers which are now or may hereafter be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to the further limitation and condition that notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the Corporation and as may be exercised by the organizations exempt under Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, and by organizations to whom contributions are deductible under Sections 170(c)(2) and 2055(a)(2) of the Code and regulations as they now exist or as they may hereafter be amended.

FIFTH: The Corporation shall be authorized to acquire by gift, devise, bequest, lease, purchase or otherwise real and personal property both tangible and intangible, and interests therein, with or without restriction of use in accordance with the corporate purposes; to hold for investment or in trust and to sell, lease, encumber or dispose of any such real estate, personal property or other proper evidences of indebtedness of any person, firm, partnership, association or corporation for the benefit solely of this Corporation, and not for pecuniary profit.

3294 1130

SIXTH: The post office address of the principal office of the Corporation in Maryland is to be located at 13646 Broadfording Road, Clear Spring, Maryland, 21722. The name and post office address of the resident agent of the corporation in Maryland is Steven F. Ernst, whose address is 13646 Broadfording Road, Clear Spring, Maryland, 21722. Said resident agent is a citizen of the State of Maryland and actively resides there.

SEVENTH: The Corporation is not authorized to issue capital stock.

EIGHTH: The number of directors of the Corporation shall initially be ten (10), which number may be increased or decreased pursuant to the by-laws of the Corporation. The name and addresses of the initial Directors of the Corporation, who shall act until the first meeting or until their successors are duly chosen and qualified, are:

NAME	ADDRESS
John Burtner	39 Mt. Hebron Rd., Keedysville, Md. 21756
Howard F. Corcoran	5564 Porterstown Rd., Keedysville, Md. 21756
Steven F. Ernst	13646 Broadfording Road, Clear Spring, Md. 21722
Charles M. Ernst	13531 Cross Creak Dr., Clear Spring, Md. 21722
David A. Foltz	1526 Dual Highway, Hagerstown, Md. 21740
Suzanne Downey Hayes	Route 3, Box 200 Williamsport, Md. 21795
David L. Herbst	Route 3, Box 347, Smithsburg, Md. 21783
Eleanor V. Lakin	121 Lakin Ave., Boonsboro, Md. 21740
Richard W. Phoebus	1117 Oak Hill Ave., Hagerstown, Md. 21740
Russell E. Weaver	Box 398, Sharpsburg, Md. 21782

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 members:

(a) Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

(b) 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.

(c) 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 or in opposition to any candidate for public office.

(d) 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, 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 federal tax code.

(e) In the event that the Corporation shall at any time be a private foundation within the meaning of Section 509 of the Code (or the corresponding provisions of any subsequent law), the Corporation, so long as it shall be such a private foundation, shall distribute such income as may be necessary in each taxable year at such time in such manner as not to subject the Corporation to tax under Section 4942 of the Code (or the corresponding provisions of any subsequent law), and shall be absolutely prohibited from and shall refrain from engaging in the following acts.

(1) any act of self-dealing, as defined in Section 4941(d) of the Code (or the corresponding provisions of any subsequent law); and

(2) retaining any excess business holdings, as defined in Section 4943(c) of the Code (or the corresponding provisions of any subsequent law); and

(3) making any investment in such manner as to subject the Corporation to tax under Section 4944 of the Code (or the corresponding provisions of any subsequent law); and

(4) making any taxable expenditures, as defined in Section 4945(d) of the Code (or the corresponding provisions of any subsequent law).

TENTH: The duration of the Corporation shall be perpetual. In the event of dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

3294 1132

Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated for such purposes.

IN WITNESS WHEREOF, the undersigned have made, signed and acknowledged these Articles of Incorporation on this 1st day of December, and severally acknowledge the same to be our act.

Steven F. Ernst
President

State of Maryland, Washington County, Sharpsburg, to wit:

I hereby certify, that on this 14 day of December, in the year 1990, before the subscriber, a Notary Public of the State of Maryland, in and for Washington County, personally appeared, Steven F. Ernst, and acknowledged the foregoing Articles of Incorporation to be his act.

SEAL

Mary Virginia S Breeden
MARY VIRGINIA S. BREEDEN
NOTARY PUBIC
MY COMMISSION EXPIRES November 22, 1993

836

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA BUSINESS CODE 04 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ____ Stock ✓ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

Name Change (New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Steven F. Ernst

MAIL TO ADDRESS: Washington County Land Quality Foundation
13646 Broadfording Rd.
Clearspring, Md
21722

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

3294 1134

APPROVED BY: DMS

ARTICLES OF INCORPORATION
OF
WASHINGTON COUNTY LAND QUALITY FOUNDATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 17, 1990 AT 8:19 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3132800

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.

RETURN TO:
STEVEN F. ERNST
13646 BROADFORDING ROAD
CLEAR SPRING MD 21722

118C3046590

A 345477

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3294 1122

Received for Record February 4, 1991 at 11:00 a.m.
STATE Corporation Record Liber 43
838

ARTICLES OF REVIVAL

FOR

50.00 Revival Fee
* Attach tax clearance certificate from Wash. Co. thru 6/30/91.
28.00 for 1984 late penalty

12-17-90 8:55 AM

Thompson Concrete & Construction Co., Inc.

(Insert exact name of corporation as it appears on records of the States Department of Assessments and Taxation)

FIRST: The name of the corporation at the time the charter was forfeited was

Thompson Concrete & Construction Co., Inc.

SECOND: The name which the corporation will use after revival is

Thompson Concrete & Construction Co., Inc.

THIRD: The address of the principal office in this state is

Route 4, Box 2A McDade Road, Hagerstown, MD 21740

Fourth: The name and address of the resident agent is

Timothy W. Thompson

Route 4, Box 2A, McDade Road

Hagerstown, MD 21740

FIFTH: These Articles of Revival are for the purpose of reviving the charter of the corporation.

SIXTH: At or prior to the filing of these Articles of Revival, the corporation has (a) Paid all fees required by law; (b) Filed all annual reports which should have been filed by the corporation if its charter had not been forfeited; (c) Paid all state and local taxes, except taxes on real estates, 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.

0351840C

1990 DEC 17 A 8:55

3294 1717

(Use A for signatures. If that procedure is unavailable, use B. If A & B are not available, use C. ONLY SIGN UNDER ONE SECTION.)

A. The undersigned who were respectively the last acting president (or vice president) and secretary (or treasurer) of the corporation severally acknowledge the Articles to be their act.

Last Acting President/Vice President
TIMOTHY W. THOMPSON

Last Acting Secretary/Treasurer
CINDA S. MORGAN

(Use if A cannot be signed/acknowledged)

B. The last acting president, vice president, secretary, and treasurer are unwilling or unable to sign and acknowledge these Articles; therefore, the undersigned who represent the lessor of a majority or 3 of the last acting directors of the corporation severally acknowledge the Articles to be their act.

Last Acting Director

Last Acting Director

Last Acting Director

(Use if A and B cannot be signed/acknowledged)

C. The last acting president, vice president, secretary, and treasurer of the corporation are unable or unwilling to sign the Articles. There are less than the required number of directors able and willing to sign the Articles, therefore, the undersigned who were elected as directors for the purpose of reviving the charter of the corporation severally acknowledge the Articles to be their act.

Director

Director

Director

3994 1718

840

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 18A MA BUSINESS CODE 03 COUNTY 71

D 1435346 ___ P.A. ___ Religious ___ Close ___ Stock ___ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600	28	_____ Personal Property Reports and late filing penalties 1984
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 78

Name Change (New Name) Thompson Concrete & Construction Co., Inc.

- ✓ Change of Name
- ___ Change of Principal Office
- ✓ Change of Resident Agent
- ✓ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Timothy Thompson
Rt 4, Box 2A
McDade Rd
Hagerstown Rd
21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

3294 1719

APPROVED BY: JRO

THE ARTICLES OF REVIVAL
OF
THOMPSON CONCRETE & CONSTR. CO., INC.
CHANGING ITS NAME TO:
THOMPSON CONCRETE & CONSTRUCTION CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 17, 1990 AT 8:55 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D1435346

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.

RETURN TO:
TIMOTHY THOMPSON
ROUTE 4, BOX 2A
MCDADE ROAD
HAGERSTOWN MD 21740

118C3046710

A 345573

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

THE WASHINGTON COUNTY HOSPITAL ASSOCIATION
ARTICLES OF AMENDMENT

12/19/90 10:25a

The Washington County Hospital Association, a Maryland non-stock corporation, having its principal office at 251 East Antietam Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking the last sentence of Subsection A of Section 5 and substituting in lieu thereof the following sentence:

"Any vacancy on the Board of Trustees in whatever manner occurring or existing may be filled only by the Member(s) of the Corporation, in accordance with the Bylaws of the Corporation."

SECOND: The Charter of the Corporation is hereby amended by striking Subsection B of Section 5 and by substituting in lieu thereof, the following:

"B. The Board of Trustees shall have the power to appoint and/or employ all necessary physicians, health affiliates, nurses and employees and to fix their compensation and to discharge them whenever they shall deem it expedient to do so."

THIRD: The Charter of the Corporation is hereby amended by striking Subsection C of Section 5 in its entirety.

FOURTH: The Charter of the Corporation is hereby amended by striking Section 7 and by substituting in lieu thereof, the following:

"7. Amendments to Charter and Bylaws

The Member of the Corporation shall have the exclusive authority to amend the Charter and Bylaws of the Corporation by a vote of two-thirds of the Board of Trustees of the Member. A notice of any proposed amendment shall be sent to the Board of Trustees of this Corporation at least ten (10) days prior to the vote by the Member.

FIFTH: The Charter of the Corporation is hereby amended by adding thereto the following new Section 8:

3295 0944

"8. Membership.

The sole member of the Corporation shall be Washington County Health Systems, Inc. (WCHS), a Maryland non-profit corporation, or its successor which as the sole member shall enjoy all of the rights and privileges of members of non-stock corporations under the general laws of the State of Maryland in addition to such rights and privileges set forth in these Articles or the Bylaws of the Corporation."

SIXTH: By unanimous action taken by the Board of Trustees of the Corporation, pursuant to and in accordance with the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Trustees duly advised the foregoing amendment.

SEVENTH: That at least two-thirds of the total number of members of the Corporation approved the amendment to the Articles of Incorporation of the Corporation as hereinabove set forth at a meeting of the members held on October 25, 1990.

IN WITNESS WHEREOF, The Washington County Hospital Association has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 25th day of October, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of The Washington County Hospital Association and, under the penalties of perjury, that the matters and facts set foth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

Patricia L. French
Patricia French, Secretary

THE WASHINGTON COUNTY HOSPITAL ASSOCIATION

By _____ (SEAL)
H. W. Murphy, President

844

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE ~~[illegible]~~ 09 BUSINESS CODE _____ COUNTY 21

D 0215087 ___ P.A. ___ Religious ___ Close ___ Stock ___ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 50

Name Change
(New Name) _____

___ Change of Name
✓ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Schaefer
152 W. Wash St
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

3 Documents on 1 checks

APPROVED BY: RD

7295 0946

ARTICLES OF AMENDMENT
OF
WASHINGTON COUNTY HOSPITAL ASSOCIATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 19, 1990 AT 10:25 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0215087

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.

RETURN TO:
MICHAEL SCHAEFER
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

120C3046892

A 345736

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3295 0043

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

ANTIETAM HEALTH SERVICES, INC.
ARTICLES OF AMENDMENT

12-19-90
10:25 N

Antietam Health Services, Inc., a Maryland corporation, having its principal office at 251 East Antietam Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Charter of the Corporation is hereby amended by striking in their entirety Articles FIFTH, SIXTH, SEVENTH and EIGHTH and by substituting in lieu thereof the following:

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is Ten Thousand (10,000) shares divided into Nine Thousand Five Hundred (9,500) shares of Common Stock without par value (the "Common Stock") , and Five Hundred (500) 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, limitations as to dividends, qualifications, and terms and conditions of redemption:

(1) With respect to voting powers, the holders of Common Stock shall possess all voting powers for all purposes and the holders of Preferred Stock shall have no voting power whatsoever and no holder of Preferred Stock shall vote on or otherwise participate in any proceedings in which actions shall be taken by the Corporation or the stockholders thereof or be entitled to notification as to any meeting of the Board of Directors or the stockholders.

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

from 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 Five Hundred ($500.00) Dollars per share and to the holders of the Common Stock an amount determined by the Board of Directors; 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 sub-paragraph (b), then the entire aggregate amount to be distributed hereunder shall be distributed to the holders of the Preferred 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 Common Stock, share and share alike, in proportion to their respective stockholdings.

A merger or consolidation of the Corporation with or into any other corporation, a share exchange involving the Corporation, or a sale, lease, exchange or transfer of all or any part of the assets of the Corporation which shall not in fact result in the liquidation (in whole or in part) of the Corporation and the distribution of its assets to its stockholders shall not be deemed to be 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, out of the assets of the Corporation legally available for dividends, cash dividends at the rate of Fifty ($50.00) Dollars per share for each fiscal year of the Corporation, without interest, before any sum or sums shall be set aside for or applied to the purchase or redemption of the Preferred Stock or the purchase, redemption or other acquisition for value of any other class of stock and before any 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 or redemption of the Preferred Stock or the purchase, redemption or other acquisition for value of any other class of stock and before any dividend shall be paid or declared, or any other distribution shall be ordered or made, upon any other class of stock.

(b) No dividends shall be paid on the Preferred Stock at such time as:

(i) Such payment would violate Maryland law;

(ii) Such payment would impair the net capital or other financial requirements established by any other state or federal securities authority or agency.

(c) If the issuance of any of the Preferred Stock shall take place on a day other than the first day of the Corporation's fiscal year, the Corporation shall pay with respect to said fiscal year a pro-rated amount of the annual dividend on such issued Preferred Stock for the period of time from the date of issuance of such Preferred Stock until the end of the fiscal year.

(4) Each holder of Preferred Stock, upon sixty (60) 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 Five Hundred ($500.00) Dollars per share; provided, however, 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 Maryland law;

(ii) Such repurchase would impair the net capital or other financial requirements established by any state or federal securitied authority or agency.

(5) The Corporation at the option of the Board of Directors, may redeem the whole or any part of the Preferred Stock at any time outstanding, upon at least thirty (30) days' prior written notice to the holders of record of the Preferred Stock to be redeemed, by paying a redemption price of Five Hundred ($500.00) Dollars per share, plus all accrued and unpaid dividends declared thereon, at the date fixed for redemption, without interest, in cash, for each share of Preferred Stock so redeemed. The Board of Directors shall have full power and authority, subject to the limitations and provisions

3295 0850

herein contained, to prescribe the manner in which and the terms and conditions upon which the Preferred Stock shall be redeemed at any time and from time to time. The notice of redemption to each stockholder whose shares of Preferred Stock are to be redeemed shall specify the number of shares of Preferred Stock of such stockholder to be redeemed, the date fixed for redemption, and shall specify where payment of the redemption price is to be made upon surrender of such shares.

(6) Holders of Preferred Stock shall have no right to convert all or any number of such shares of Preferred Stock into any other class of stock.

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, provided that:

(1) If there is no Common Stock outstanding, the number of directors may be less than three but not less than one: and

(2) If there is Common 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

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 with prior approval of the Stockholders, 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 with prior approval of the Stockholders, 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 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.

3295 0951

SECOND: By unanimous action taken by the Board of Directors of the Corporation, pursuant to and in accordance with the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors duly advised the foregoing amendment.

THIRD: The stockholders of the Corporation unanimously approved the amendment to the Articles of Incorporation of the Corporation as hereinabove set forth at a meeting of the stockholders held on September 24, 1990.

IN WITNESS WHEREOF, Antietam Health Services, Inc. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 24th day of September, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Antietam Health Services, Inc. and, under the penalties of perjury, that the matters and facts set foth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

ANTIETAM HEALTH SERVICES, INC.

By _____ (SEAL)
John J. McElwee, Jr., President

_____, Secretary

7295 0852

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 SR BUSINESS CODE 04 COUNTY 71

D 1877596 ___ P.A. ___ Religious ___ Close ___ Stock ___ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 50

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Schaefer
152 W. Wash. St.
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

3 Documents on 1 checks

3295 0852

APPROVED BY: _____

ARTICLES OF AMENDMENT
OF
ANTIETAM HEALTH SERVICES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 19, 1990 AT 10:25 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D1877596

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.

MAILED FEB 21 1991

RETURN TO:
MICHAEL SCHAEFER
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

120C3046893

A 345737

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 7295 0047

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

WASHINGTON COUNTY HOSPITAL ENDOWMENT FUND, INC.
ARTICLES OF AMENDMENT

12-19-90
10:25a

Washington County Hospital Endowment Fund, Inc., a Maryland non-stock corporation, having its principal office at 251 East Antietam Street, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The Articles of Incorporation of the Corporation are hereby amended by striking the last two sentences of Article SIXTH and substituting in lieu thereof the following two sentences:

"The number of Trustees may be increased or decreased by vote of a majority of the Board of Trustees, but shall never be less than five (5). A majority of the Trustees shall at all times be current or former members of the Washington County Hospital Association."

SECOND: The Articles of Incorporation of the Corporation are hereby amended by striking in its entirety Article EIGHTH and by substituting in lieu thereof, the following:

"EIGHTH: The Corporation reserves the right to make from time to time, by the vote or written assent of two thirds of the Board of Trustees of its Member, any amendments to these Articles which may now or hereafter be authorized by law."

THIRD: The Articles of Incorporation of the Corporation are hereby amended by adding thereto the following new Article TENTH:

"TENTH: The sole member of the Corporation shall be Washington County Health Systems, Inc. (WCHS), a Maryland non-profit corporation, or its successor which as the sole member shall enjoy all of the rights and privileges of members of non-stock corporations under the general laws of the State of Maryland in addition to such rights and privileges set forth in these Articles or the Bylaws of the Corporation."

1990 DEC 19 A 10: 25

3295 0955

FOURTH: By unanimous action taken by the Board of Trustees of the Corporation, pursuant to and in accordance with the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Trustees duly advised the foregoing amendment.

FIFTH: That a majority of the total number of members of the Corporation approved the amendments to the Articles of Incorporation of the Corporation as hereinabove set forth at a meeting of the members held on October 25, 1990.

IN WITNESS WHEREOF, Washington County Hospital Endowment Fund, 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 25th day of October, 1990, and its President acknowledges that these Articles of Amendment are the act and deed of Washington County Hospital Endowment Fund, Inc. and, under the penalties of perjury, that the matters and facts set foth herein with respect to authorization and approval are true in all material respects to the best of his knowledge, information and belief.

ATTEST:

WASHINGTON COUNTY HOSPITAL ENDOWMENT FUND, INC.

By John C. Bogdanski (SEAL)
John C. Bogdanski, President

Harold H. Gist M.D.
Harold H. Gist, M.D., Secretary

3295 0956

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 098 BUSINESS CODE _____ COUNTY 21

D0515858 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 50

Name Change
(New Name) _____

- ✓ Change of Name
- ✓ Change of Principal Office
- ____ Change of Resident Agent
- ____ Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Schaefer
152 W. Wash. St
Hagerstown Md
21740

✓ Check ____ Cash

NOTE:

3 Documents on 1 checks

APPROVED BY: RO

ARTICLES OF AMENDMENT
OF
WASHINGTON COUNTY HOSPITAL ENDOWMENT FUND, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 19, 1990 AT 10:25 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0515858

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.

MAILED FEB 21 1991

RETURN TO:
MICHAEL SCHAEFER
152 W. WASHINGTON STREET
HAGERSTOWN MD 21740

120C3046894

A 345738

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND •

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO. 3245 0054

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

12-19-90 2:15p

ARTICLES OF INCORPORATION

OF

RESH & ASSOCIATES, INC.

THIS IS TO CERTIFY:

FIRST: I, the undersigned, David L. Resh, whose post office address is 1676 Lauran Road, Hagerstown, MD 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 Resh & Associates, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

Consultant to businesses involved in food handling in reference to compliance and efficiency recommendations.

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.

1990 DEC 19 P 2:15

SNYDER & POOLE, P.A. ATTORNEYS AT LAW
HAGERSTOWN, MARYLAND
FREDERICK, MARYLAND

3295 1037

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 1676 Lauran Road, Hagerstown, MD 21740. The name and post office address of the Resident Agent of the Corporation in this State is David L. Resh, Jr., 1676 Lauran Road, Hagerstown, Maryland 21740. Said resident agent is a citizen actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 1000 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 qualified are: David L. Resh, Jr. and Sylvia S. Resh.

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 17th day of December, 1990.

David L. Resh, Jr.

STATE OF MARYLAND, COUNTY OF WASHINGTON, to-wit:

I HEREBY CERTIFY, that on this 17th day of December, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared David L. Resh, 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.

Notary Public

My Commission Expires:

1/1/94

3295 1009

860

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 022 BUSINESS CODE 03 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	50	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	10	1 Certified Copy 3
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 50

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: S. C. "Chip" Snyder Jr.

MAIL TO ADDRESS: Snyder & Poole P.A.
28 Jonathan St.
Hagerstown, Md
21740

✓ Check ____ Cash

NOTE: Copy made

____ Documents on _____ checks

APPROVED BY: JMT

3295 1040

ARTICLES OF INCORPORATION
OF
RESH & ASSOCIATES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 19, 1990 AT 2:15 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3134574

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.

RETURN TO:
SNYDER & POOLE, P.A.
ATTN: G.E. "CHIP" SNYDER, JR.
28 JONATHAN STREET
HAGERSTOWN MD 21740

121C3046926

A 345766

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3295 1076

Received for Record February 4, 1991 at 11:00 a.m.
862 Corporation Record Liber 43

12-21-90 8:44A

A Maryland Close Corporation
Organized Pursuant to Title Four of
Corporations and Associations Article
of the Annotated Code of Maryland

ARTICLES OF INCORPORATION
OF
INSTALLITALL, INC.

FIRST: I, Eric Dudley, whose post office address is 1918 Abbey Lane, Hagerstown, Maryland 21740 and being at least Eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation, which is hereafter called the "Corporation," is Installitall, 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, installation and servicing of all types of floor coverings for governmental, industrial, commercial and residential customers.

(2) 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; and

(3) 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 expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State; and

(4) 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 1918 Abbey Lane, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Eric Dudley, 1918 Abbey Lane, Hagerstown, Maryland 21740. The Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is five thousand (5,000) shares of Common Stock, without par value.

SEVENTH: The number of Directors shall be one (1) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The name of the Director, who shall act until the first Annual Meeting or until his successor is duly chosen and qualified, is Eric Dudley.

EIGHTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of its stockholders, 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, 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 17th day of December, 1990, and I acknowledge the same to be my act and deed.

Eric Dudley

Eric Dudley

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MN BUSINESS CODE 03 COUNTY 71

_____ ____ P.A. ____ Religious . ✓ Close ✓ Stock ____ Not stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Wm. S. Barton, Esq.

MAIL TO ADDRESS: Orner, Nairn + Barton
207 S. Potomac St.
Hagerstown, Md. 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
INSTALLITALL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 21, 1990 AT 8:44 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3137262

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.

RETURN TO:
URNER, NAIRN & BARTON
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

122C3047195

A 346014

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3296 0365
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

Received for Record February 4, 1991 at 11:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
12-21-90 8:45A

J

COHILL CONTRACTING, INC.

A Maryland Close Corporation
Organized Pursuant to Title Four of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: The undersigned, John V. Cohill, whose post office address is 5102 Western Pike, Hancock, Maryland 21750, and who is 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 hereafter called the "Corporation," is Cohill Contracting, 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 contract for the installation of insulation and the removal and the encapsulation of asbestos under direct contract by the Corporation or by subcontracting from or to other companies, within or without the State of Maryland.

B. To acquire, purchase, sell, own, hold, lease, rent, mortgage, operate, develop, maintain, pledge, exchange, transfer, improve, invest in, or otherwise dispose of, real estate, lands, and all kinds of property, both real and personal, of every class and description, or any interest therein whatsoever, situated within or without the State of Maryland.

C. To borrow or raise money for any of the purposes of the Corporation and to issue mortgages, bonds, debentures, notes or other obligations of any nature, in any manner permitted by law, for money so borrowed or in payment of property purchases, or for any other lawful considerations.

D. To carry on any other business or businesses

1990 DEC -7 PM 3:45

0355 0377

which may be calculated, directly or indirectly, to effectuate the aforesaid objects, or any of them, to also facilitate it in the transactions of any business that may be calculated, directly or indirectly, to increase the value of its property or rights.

E. To hold, own, apply for, lease and in any way hold patents, trademarks, labels, copyrights under and by virtue of the patent laws of the United States of America or any foreign country.

F. To do any and all things that corporations may now to under the General Incorporation Laws of this State and the above expressed views are in furtherance of and not in limitation of the acts which the said Corporation may do under and by virtue of the General Incorporation Laws of the State of Maryland.

FIFTH: The post office address of the principal office of the Corporation in this state is 5102 Western Pike, Hancock, Maryland 21750. The name and post office address of the Resident Agent of the Corporation in this state are John V. Cohill, 5102 Western Pike, Hancock, Maryland 21750. Said Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is five thousand (5,000) shares of common stock, without par value.

SEVENTH: The corporation elects to have no Board of Directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name is John V. Cohill.

EIGHTH:

A. As used in this Article EIGHTH, any word or words that are defined in Section 2-418 of the Corporations and Associations Articles of the Annotated Code of Maryland (the "Indemnification Section"), as amended from time to time, shall

7296 0079

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 of officer is proper in the circumstances.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 8th day of Dec, 1989, and I acknowledge the same to be my act.

Peggy G. Strong
Witness

John V. Cohill
JOHN VINCENT COHILL

3296 079

Washington, DC

State of ~~Maryland~~)
) ss:
~~County of~~ _____)

I hereby certify that on this 8 day of December 1990, before me, the subscriber, a notary public ~~of the State of Maryland~~ in and for ~~the County of~~ Washington DC personally appeared John Vincent Cohill and acknowledged the foregoing Articles of Incorporation to be his act.

Witness my hand and notarial seal, the day and year last above written.

Deborah A. Strong
Notary Public

My Commission Expires: 10/15/95

870

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

____ ____ ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

Name Change
(New Name) ____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Cahill Contracting Inc
5102 Western Pike
Hancock Md 21750

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

3295 0281

APPROVED BY: JMT

ARTICLES OF INCORPORATION
OF
COHILL CONTRACTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 21, 1990 AT 8:45 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3137288

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.

RETURN TO:
COHILL CONTRACTING, INC.
5102 WESTERN PIKE
HANCOCK MD 21750

122C3047197

A 346016

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3296 0376

872 Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

CERTIFICATE OF [X] MERGER

[ ] TRANSFER

[ ] CONSOLIDATION

[ ] SHARE EXCHANGE

TO: [X] Clerk of the Circuit Court for WASHINGTON COUNTY (LAND RECORD)

[ ] _____ Office of State Department of Assessments and Taxation

The State Department of Assessments and Taxation of Assessments and Taxation does hereby certify that Articles of MERGER have been filed in this office on January 2, 1991

1) The name of each party to the Articles is HAGERSTOWN HOLDING CORPORATION (A MD. CORP.) into HAGERSTOWN ACQUISITION ENTERPRISE HOLDING CORPORATION (A MD. CORP.)-SURVIVOR CHANGING ITS NAME TO HAGERSTOWN HOLDING CORPORATION.

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 HAGERSTOWN HOLDING CORPORATION.

As Witness my hand and the Official seal of the said Department at Baltimore this 17th day of January, 1991.

Nancy Grueninger

NANCY GRUENINGER
ADMINISTRATIVE OFFICER

3299 1963

5-076

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

12-20-90 8:23a

NORTH SUBURBAN REAL ESTATE CO., INC.
ARTICLES OF VOLUNTARY DISSOLUTION

NORTH SUBURBAN REAL ESTATE CO., 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: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 100 LuRose Lane, Hagerstown, Maryland 21740.

THIRD: The name and address of the resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up is Lucille E. Rosenberry, 100 LuRose Lane, Hagerstown, Maryland 21740.

FOURTH: The name and address of each Director of the Corporation is as follows:

Lucille E. Rosenberry, 100 LuRose Lane, Hagerstown, Maryland 21740.

Shirley Rotz, P.O. Box 86, Marion, Pennsylvania 17235.

FIFTH: The name, title and address of each officer of the Corporation is as follows:

Lucille E. Rosenberry, President and Treasurer - 100 LuRose Lane, Hagerstown, Maryland 21740.

Shirley Rotz, Secretary - P.O. Box 86 Marion, Pennsylvania 17235.

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 a Resolution unanimously entered into by the Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the sole Stockholder of the Corporation; and further in that the voluntary dissolution of the Corporation was, duly approved by the sole Stockholder of the Corporation.

1990 DEC 20 A 8:23

RECEIVED
'91 JAN 3 AM 9:12
STATE DEPT. OF
ASSESSMENTS & TAXATION

[redacted] 1062

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 said Certificates.

IN WITNESS WHEREOF, NORTH SUBURBAN REAL ESTATE CO., INC. has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on the 7th day of DECEMBER, 1990, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of NORTH SUBURBAN REAL ESTATE CO., INC., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

NORTH SUBURBAN REAL ESTATE CO., INC.

Shirley L. Rotz
Shirley Rotz, Secretary

Lucille E. Rosenberry
Lucille E. Rosenberry, President

AFFIDAVIT OF NO TANGIBLE PROPERTY

The undersigned, President of NORTH SUBURBAN REAL ESTATE CO., INC., on behalf of the Corporation, hereby states and certifies that, as of May 31, 1986, the Corporation owned no taxable tangible property and further certifies and affirms under the penalties of perjury and upon personal knowledge that the contents of this Affidavit are true.

Lucille E. Rosenberry
Lucille E. Rosenberry, President

STATE OF MARYLAND, WASHINGTON COUNTY; to-wit:

I HEREBY CERTIFY that on DECEMBER 7, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Lucille E. Rosenberry, President of NORTH SUBURBAN REAL ESTATE CO., INC., who acknowledged the aforegoing Affidavit to be her act and deed and further acknowledged that she is authorized by the Corporation to execute this Agreement on its behalf and to bind the Corporation thereto.

WITNESS my hand and Official Notarial Seal.

Michelle E. Pane
Notary Public

My Commission Expires: May 23, 1994

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone (301) 791-3173
MARCOM 249-3173
VOICE/TTY (301) 791-3175

RONALD L. BOWERS
President
RICHARD E. ROULETTE
Vice President
R. LEE DOWNEY
LINDA C. IRVIN
MARTIN L. SNOOK

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

November 20, 1990

NORTH SUBURBAN REAL ESTATE CO., INC.
D0316448

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

NORTH SUBURBAN REAL ESTATE CO., INC.

has not had an assessment figure for Washington County, Maryland. Therefore, there are no taxes owing at this time.

Todd L. Hershey
Treasurer for Washington
County, Maryland

3299 1065

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN, COMPTROLLER J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER
GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, CPA, DIRECTOR
LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the state comptroller, show that all taxes and charges due the state of Maryland, payable through the said offices as of the date hereof by

NORTH SUBURBAN REAL ESTATE CO., INC.

have been paid.

WITNESS my hand and official seal this

11TH day of DECEMBER A.D. 19 90.

DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

MY TELEPHONE NUMBER IS:
TTY FOR THE DEAF: ANNAPOLIS AREA 974-2609
BALTIMORE AREA 383-7555

PS-409

AN EQUAL OPPORTUNITY EMPLOYER

878

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 19 M.A. BUSINESS CODE ____ COUNTY 71

D 0316448 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	12	1 Certified Copy 6p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 62

Name Change (New Name) ____

- ____ Change of Name
- ✓ Change of Principal Office
- ✓ Change of Resident Agent
- ✓ Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: M. Lynn Williams
Urner Nairn
207 S. Potomac St
Hagerstown Md 21740

____ ✓ Check ____ Cash

NOTE: Copy made

____ Documents on ____ checks

APPROVED BY: ____

3299 1067

THE ARTICLES OF DISSOLUTION
OF
NORTH SUBURBAN REAL ESTATE CO., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 20, 1990 AT 8:23 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D0316448

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.

MAILED JUN 18 1991

RETURN TO:
M. LYNN WILLIAMS
URNER, NAIRN
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

130C3040785

A 347191

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3299 1061

AT5-060

880 Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

12/26/90 APPROVED FOR RECORD
~~1-18-91~~ at ~~12:44~~ 9:59 p.m. A

ALLEGANY OPTICAL, P.A., STEVEN K. KASINOF, O.D.

ARTICLES OF AMENDMENT AND RESTATEMENT

Allegany Optical, P.A., Steven K. Kasinof, O.D., a Maryland Corporation having its principal office at 1595 Potomac Avenue, Hagerstown, Maryland 21740 (hereinafter referred to as the "Corporation") hereby certifies to the State Department of Assessments and Taxation of Maryland (the "Department") that:

FIRST: The 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 reference to the Corporation as a Professional Service Corporation and to include language appropriate to the indemnification of directors and officers in accordance with Maryland law.

THIRD: The Charter of the Corporation is hereby amended by striking in their entirety Articles First through Seventh, inclusive, and by substituting in lieu thereof the following:

"FIRST: The name of the corporation (which is hereinafter referred to as "the Corporation") is:

ALLEGANY OPTICAL, INC.

SECOND: The purposes for which the Corporation is formed are:

(1) To develop, manufacture, sell, fit and distribute eyewear of any kind, including contact lenses and to measure acuity of vision and conduct studies of the human eye; and to engage in any other lawful purpose and business.

(2) To exercise and enjoy all of the powers, rights, and privileges granted to, or conferred upon, corporations by the General Laws of the State of Maryland now or hereafter in force, 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.

THIRD: The post office address of the principal office of the Corporation in Maryland is 417 Valley Mall, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation

3302 2006

in this State are Steven K. Kasinof, 417 Valley Mall, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FOURTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5,000) shares, without par value, all one class designated as common stock.

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 (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 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 serve until the first annual meeting or until their successors are duly chosen and qualified are:

Steven K. Kasinof
Amelia Kasinof
Pamela Stamper

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.

(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.

3302 2007

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of his stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Maryland General Corportion Law now or hereafter in force.

SEVENTH: Except as may otherwise be provided by the Board of Directors, no holder of any shares of the capital stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or thereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudiciation adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding."

FOURTH: By written and 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

3702 2008

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, Allegany Optical, P.A., Steven K. Kasinof, O.D. has caused these presence to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 24th day of April, 1990 and its President acknowledges that these Articles of Amendment and Restatement are the act and deed of Allegany Optical, P.A., Steven K. Kasinof, O.D., and, under the penalties of perjury, that the matters in fact set forth herein with respect to authorization and approval are true in all material respect to the best of his knowledge, information and belief.

ATTEST:

Amelia Kasinof
Amelia Kasinof
Secretary

ALLEGANY OPTICAL, P.A.,
STEVEN K. KASINOF, O.D.

By: Steven Kasinof
Steven K. Kasinof
President

3302 2009

884

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 13A M.A. BUSINESS CODE 03 COUNTY 71

#D1703834 ___ P.A. ___ Religious ___ Close ✓ Stock ___ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 20

Name Change (New Name) Allegany Optical, Inc.

✓ Change of Name
___ Change of Principal Office
✓ Change of Resident Agent
✓ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
✓ Other Change FROM PROFESSIONAL to general business corp.

Code _____

ATTENTION: David M. Tralins

MAIL TO ADDRESS: Giampetro & Tralins
920 Providence Rd.
Suite 407
Towson, Md
21204

✓ Check ___ Cash

NOTE:

2 Documents on 1 checks

3302 2010

APPROVED BY: SMA

log 2

change business type from 06 to 03

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
ALLEGANY OPTICAL, P.A. STEVEN KASINOF, O.D.
CHANGING ITS NAME TO:
ALLEGANY OPTICAL, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND December 26, 1990 AT 9:59 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D1703834

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.

MAILED JUN 18 1991

RETURN TO:
DAVID M. TRALINS
GIAMPETRO & TRALINS
920 PROVIDENCE RD.
STE. 407
TOWSON MD 21204

139C3041084

A 348331

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3302 2005

AT5-060

886 Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

12/26/90 APPROVED FOR RECORD 10.00
~~1-18-91~~ at ~~12:11~~ P.m.
A

ARTICLES OF MERGER
merging
ALLEGANY OPTICAL OF FREDERICK, INC.
into
ALLEGANY OPTICAL, INC.

THESE ARTICLES OF MERGER, dated this day of , 1990, 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 Constituent Corporations.

FIRST: The Constituent Corporations have agreed to merge, and the terms and conditions of said merger, the mode of carrying the same into effect and the manner and basis of converting or exchanging the shares of issued stock of each of the Constituent Corporations into different stock or other consideration pursuant to Section 3-103 of the Code, and the manner of dealing with any issued stock of the Constituent Corporations not to be so converted or exchanged, are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are ALLEGANY OPTICAL, INC., a Maryland corporation (hereinafter referred to as "Optical"), and ALLEGANY OPTICAL OF FREDERICK, INC., a Maryland corporation (hereinafter referred to as "Frederick").

THIRD: ALLEGANY OPTICAL, INC. shall be the successor corporation.

FOURTH: The principal office of Optical in the State of Maryland is 1595 Potomac Avenue, Hagerstown, Maryland 21740, located in Washington County. The principal office of Frederick in the State of Maryland is Fredericktowne Mall, Frederick, Maryland located in Washington County. Neither of the Constituent Corporations owns real property in any county in Maryland.

FIFTH: The Board of Directors of Frederick, on December 4, 1989, 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 the 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 by the stockholders, as required by the Charter of Frederick and the laws of the State of Maryland.

1992 2013
11:21 d 81 ... 90

SIXTH: The Board of Directors of Optical, on December 4, 1989, 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 the 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 by the stockholders, as required by the Charter of Optical and the laws of the State of Maryland.

SEVENTH: Frederick has authority to issue shares of one class of stock, namely Thirty-Five Thousand (35,000) shares of Common Stock with par value of $5.00 per share (the "Frederick Common Stock").

NINTH: Optical has authority to issue shares of one class of stock, namely Five Thousand (5,000) shares of Common Stock without par value (the "Optical Common Stock").

TENTH: The manner and basis of converting or exchanging the issued stock of each of the Constituent Corporations into different stock or other consideration and the treatment of any issued stock of the Constituent Corporations not to be so converted or exchanged on the Effective Date shall be as follows:

(a) Each share of Frederick Common Stock, if any, which remains unissued on the Effective Date of this merger shall be cancelled.

(b) Each share of Optical Common Stock which is issued and outstanding on the Effective Date shall remain issued and outstanding as one share of Allegany Optical, Inc. Common Stock.

(c) Each share of Frederick Common Stock which is issued and outstanding on the Effective Date shall be converted or exchanged by Optical into 1.04 shares of Optical for each 100 shares of Frederick

(d) No scrip or fractional share certificates of Optical shall be issued as a result of the merger transaction described hereinabove, but in lieu of each fractional interest, a Frederick stockholder entitled to a fractional share equal to one-half or more of one share of Optical Common Stock shall receive a full share of Optical Common Stock and any fractional share equal to less than one-half of one share of Optical Common Stock shall be eliminated.

(e) After the merger transaction described above shall have become effective, except as otherwise provided by the Code with respect to dissenting stockholders, each holder of an

3302 2013

outstanding certificate or certificates theretofore representing Frederick Common Stock shall surrender the same to Optical and each such holder thereupon shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of Optical Common Stock into which the Frederick Common Stock represented by the certificate or certificates so surrendered shall have been converted or exchanged by the provisions hereof.

Until such surrender, Frederick Common Stock shall be deemed for all corporate purposes, other than the payment of dividends, to evidence ownership of the number of full shares of Optical Common Stock to be delivered with respect to such shares of such capital stock. Unless and until any such outstanding certificates shall be so surrendered, no dividend payable to the holders of record of Optical Common Stock as of any date subsequent to the Effective Date shall be paid to the holders of such outstanding certificates, but upon surrender of any such certificate or certificates, there shall be paid to the record holder of the certificate or certificates of Optical Common Stock delivered with respect to the shares represented by the surrendered certificate or certificates, without interest, the amount of such dividends which shall have theretofore become payable to them with respect to such shares of Optical Common Stock.

If any holder of an outstanding certificate or certificates representing Frederick Common Stock shall deliver to Optical such affidavits, indemnity agreements or surety bonds as Optical shall reasonably require in conformity with its customary procedure with respect to lost stock certificates of Optical, Optical shall treat such delivery as surrender of any lost or misplaced or destroyed certificate or certificates representing Frederick Common Stock.

ELEVENTH:

(a) The Constituent Corporations, by mutual consent of their respective Board of Directors, may amend, modify and supplement these Articles of Merger in such manner as may be agreed upon by them in writing at any time before or after approval or adoption thereof by the stockholders of any of the Constituent Corporations or all of them; provided, however, that no such amendment, modification or supplement shall affect the rights of the stockholders of any of the Constituent Corporations in a manner which is materially adverse to such stockholders in the judgment of their respective Board of Directors.

(b) The merger provided for by these Articles of Merger shall become effective (the "Effective Date") on the later of December 31, 1990 or the date that these Articles of Merger, duly advised, approved, signed,

3302 2014

acknowledged, sealed and verified by Frederick and Optical as required by the laws of the State of Maryland, are accepted for record with the State Department of Assessments and Taxation of Maryland, as required by the laws of the State of Maryland.

IN WITNESS WHEREOF, Frederick and Optical, the corporations parties to the merger, have caused these Articles of Merger to be signed in their respective corporate names and on their behalf by the respective Presidents and witnessed or attested by their respective Secretaries as of the 24th day of April, 1990.

ATTEST:

Pamela K. Stamper
Secretary

ALLEGANY OPTICAL OF FREDERICK, INC.

By: Robert R. Mitter
President

ATTEST:

Amelia Kasinof
Secretary

ALLEGANY OPTICAL, P.A., STEVEN KASINOF, O.D.

By: Steven K. Kasinof
President

3302 2015

THE UNDERSIGNED, President of ALLEGANY OPTICAL OF FREDERICK, 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.

Robert R. Mitter

Robert R. Mitter
President

THE UNDERSIGNED, President of ALLEGANY OPTICAL, P.A., STEVEN KASINOF, O.D., 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.

Steven K. Kasinof

Steven K. Kasinof
President

3302 2016

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 11 MA BUSINESS CODE ____ COUNTY 71

____ ____ ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging
~~(Transferors)~~ Allegany Optical of Frederick, Inc.
D2311025
60

Surviving
~~(Transferee)~~ Allegany Optical, Inc.
D1703834
71

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63	20	Rec. Fee (Merger ~~or Consolidation~~)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76	4	Certificate of Merger/~~Transfer~~ Frederick County
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

Name Change
(New Name) ____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: David R. Tralins

MAIL TO ADDRESS: Giampetro & Tralins
920 Providence Rd.
Suite 407
Towson, Md 21204

TOTAL FEES 24

✓ Check ____ Cash

2 Documents on 1 checks

APPROVED BY: SMJ

NOTE:

2 of 2

date changed because it appears documents were delivered here but were mailed for 3 weeks A

3302 2017

892

ARTICLES OF MERGER
OF
ALLEGANY OPTICAL OF FREDERICK, INC.
(A MD CORP.)
INTO
ALLEGANY OPTICAL, P.A. STEVEN KASINOF, O.D.
(A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND December 26, 1990 AT 10:00 O'CLOCK A. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

CERTIFICATE TO FREDERICK COUNTY 4.00
$24.00 TOTAL
D1703834

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.

MAILED JUN 18 1991

RETURN TO:
DAVID M. TRALINS
GIAMPETRO & TRALINS
920 PROVIDENCE RD.
STE. 407
TOWSON MD 21204

139C3041085

A 348332

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3302 2011
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

PDS COMPUTER SYSTEMS, INC.

12-27-90 8:27A

ARTICLES OF INCORPORATION

FIRST: I, Edward Waltz, whose post office address is 201 S. Cleveland Avenue, Suite 304, 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: PDS Computer Systems, Inc.

THIRD: The purposes for which the Corporation is formed are:

1. To engage in the sale, service and support of computer hardware and software.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 201 S. Cleveland Avenue, Suite 304, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State are William P. Nairn, Attorney, 207 South Potomac Street, Hagerstown, Maryland 21740. Said Resident Agent is an individual actually residing in this State.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is 20,000 shares of common stock, having a par value of $ 5.00 for an aggregate par value of $ 100,000.00.

SIXTH: The number of Directors of the Corporation shall be two (2), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three, provided that:

(1) If there is no stock outstanding, the number of directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly elected and qualify are: Edward Waltz and Karen Waltz.

SEVENTH: The following provisions are hereby adopted

1990 DEC 27 A 8:27

for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued stock by setting or changing in any one or more respects, from time to time before issuance of such stock, the preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms or conditions of redemption of such stock.

(3) The Corporation reserves the right to amend its Charter so that such amendment may alter the contract rights, as expressly set forth in the Charter, of any outstanding stock, and any objecting stockholder whose rights may or shall be thereby substantially adversely affected shall not be entitled to demand and receive payment of the face value of the stock.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other article of the charter of the Corporation or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Maryland General Corporation Law now or hereafter in force.

EIGHTH: No director or officer of the Corporation shall be liable to the Corporation or to its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 21st day of December, 1990, and I acknowledged the same to be my act.

WITNESS:

Edward Waltz

Edward Waltz

3297 0063

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

____ P.A. ____ Religious ____ Close ✓ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

✓ Check ____ Cash

____ Documents on ____ checks

APPROVED BY: SMH

Name Change (New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code ____

ATTENTION: William P. Nairn, ESQ.

MAIL TO ADDRESS: Verner, Nairn + Barton
207 S. Potomac St.
Hagerstown, Md. 21740

NOTE:

3297 0064

ARTICLES OF INCORPORATION
OF
PDS COMPUTER SYSTEMS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1990 AT 8:27 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3139276

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.

MAILED JUN 13 1991

RETURN TO:
URNER, NAIRN & BARTON
ATTN: WILLIAM P. NAIRN
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

125C3047647

A 346509

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO 3297 0061

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

12-27-90 9 00a

DEC 24 1990

ARTICLES OF VOLUNTARY DISSOLUTION

OF BURREY/KINDSVATTER, INC.

Burrey/Kindsvatter, 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 that:

FIRST: The Corporation is hereby dissolved.

SECOND: The name of the Corporation is as hereinabove set forth and the post office address of the principal office of the Corporation in the State of Maryland is 335 West Oak Ridge Drive, Hagerstown, Maryland 21740.

THIRD: The name and address of a resident agent of the Corporation who shall serve for one (1) year after dissolution and until the affairs are wound up are John C. Burrey, 335 West Oak Ridge Drive, Hagerstown, Maryland 21740.

FOURTH: The name and address of each director of the Corporation are as follows:

John C. Burrey
335 West Oak Ridge Drive
Hagerstown, Maryland 21740

Richard L. Kindsvatter
1013 Oak Hill Avenue
Hagerstown, Maryland 21740

Jeanette H. Burrey
335 West Oak Ridge Drive
Hagerstown, Maryland 21740

1990 NOV 23 10 15

[redacted] 3300

FIFTH: The name, title and address of each officer of the Corporation are as follows:

John C. Burrey President/Treasurer
335 West Oak Ridge Drive
Hagerstown, Maryland 21740

Richard L. Kindsvatter Vice President/Secretary
1013 Oak Hill Avenue
Hagerstown, Maryland 21740

SIXTH: The voluntary dissolution of the Corporation was approved in the manner and by the vote required by law and by the Charter of the Corporation in that the voluntary dissolution of the Corporation was, by unanimous written informal action of and duly executed by the entire Board of Directors of the Corporation, deemed advisable and directed that the proposed voluntary dissolution be submitted for consideration to the Stockholders of the Corporation; and further in that the voluntary dissolution of the Corporation was, by unanimous 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, John C. Burrey has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 31st day of October, 1990, and its President acknowledges that these Articles of Voluntary Dissolution are the act and deed of Burrey/Kindsvatter, 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:

BURREY/KINDSVATTER, INC.

Richard L. Kindsvatter,
Secretary

BY: John C. Burrey,
President

3897 2302

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone (301) 791-3173
MARCOM 249-3173
VOICE/TTY (301) 791-3175

RONALD L. BOWERS
President
RICHARD E. ROULETTE
Vice President
R. LEE DOWNEY
LINDA C. IRVIN
MARTIN L. SNOOK

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

October 22, 1990

RE:BURREY/KINDSVATTER, INC.
D0682716

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

BURREY/KINDSVATTER, INC.

have been paid to and including the fiscal year July 1 1990 through June 30, 1991.

Todd L. Hershey, Treasurer
Washington County Maryland

cc - file

7297 2303

RECEIVED OCT 24 1990

STATE OF MARYLAND
COMPTROLLER OF THE TREASURY
LOUIS L. GOLDSTEIN, COMPTROLLER J. BASIL WISNER, CHIEF DEPUTY COMPTROLLER
GENERAL ACCOUNTING DIVISION
ARNOLD G. HOLZ, CPA, DIRECTOR
LOUIS L. GOLDSTEIN TREASURY BUILDING, P.O. BOX 746,
ANNAPOLIS, MARYLAND 21404-0746

Dear Sir/Madam:

The following tax clearance certificate is being issued by the Maryland State Comptroller's Office as requested:

THIS IS TO CERTIFY, That the books of the State Comptroller's Office and of the Department of Employment Security, as reflected in their certification to the state comptroller, show that all taxes and charges due the state of Maryland, payable through the said offices as of the date hereof by

BURREY/KINDSVATTER, INC.

have been paid.

WITNESS my hand and official seal this

1ST day of NOVEMBER A.D. 19 90.

Marlene Ladd
DEPUTY COMPTROLLER
COMPTROLLER OF THE TREASURY

RECEIVED NOV 0 5 1990

902

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 19 M.A. BUSINESS CODE ____ COUNTY 71

D0682716 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and ____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 50

Name Change
(New Name) ____

- ____ Change of Name
- ✓ Change of Principal Office
- ✓ Change of Resident Agent
- ✓ Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS:
James Johnson Jr
Strittland Schildt
138 W. Wash St
Hagerstown Md
21740

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JRO

3297 2305

THE ARTICLES OF DISSOLUTION
OF
BURREY/KINDSVATTER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1990 AT 9:00 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D0682716

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.

MAILED JUN 1 0 1991

RETURN TO:
JAMES JOHNSON, JR.
STRITE AND SCHILDT
138 W. WASHINGTON ST., STE. 200
HAGERSTOWN MD 21740

126C3040161

A 346591

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3297 2299

AT5-060

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

RECEIVED
'90 DEC 27 AM
STATE DEPT. OF
ASSESSMENTS & TAXATION

ARTICLES OF MERGER

MERGING

RAMPF MOLDS INDUSTRIES, INC.
(a Corporation of the State of New Jersey)

Into

RAMPF MOLDS INDUSTRIES, INC.
(a Corporation of the State of Maryland)

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
12/27/90 at 10:27

FIRST: Rampf Molds Industries, Inc., a corporation organized and existing under the laws of the State of New Jersey, and Rampf Molds Industries, Inc., a corporation organized and existing under the laws of the State of Maryland, agree that said Rampf Molds Industries, Inc. (New Jersey) shall be merged into said Rampf Molds Industries, Inc. (Maryland). 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: Rampf Molds Industries, Inc., a corporation organized and existing under the laws of the State of Maryland, shall survive the merger and shall continue under the name Rampf Molds Industries, Inc.

THIRD: The parties to the Articles of Merger are Rampf Molds Industries, Inc., a corporation organized and existing under the laws of the State of Maryland, and Rampf Molds Industries, Inc., a corporation incorporated on the 21st day of November, 1980, under the General Corporation Law of the State of New Jersey.

FOURTH: The total number of shares of stock of all clases which said Rampf Molds Industries, Inc. (New Jersey) has authority to issue is One Thousand (1,000) shares without par value.

The total number of shares of stock of all classes which said Rampf Molds Industries, Inc. (Maryland) has authority to issue is Five Thousand (5,000) shares without par value.

FIFTH: The manner and basis of converting or exchanging issued stock of the merged corporation into different stock or other consideration and the manner of dealing with any issued stock of the merged corporations not to be so converted or exchanged shall be as follows:

U362817
3296 2659

Each share of the outstanding Common Stock of Rampf Molds Industries, Inc. (New Jersey) shall be exchanged for one share of Common Stock of Rampf Molds Industries, Inc. (Maryland).

SIXTH: The principal office of said Rampf Molds Industries, Inc., organized under the laws of the State of Maryland, is located in the County of Washington, State of Maryland.

Said Rampf Molds Industries, Inc. (New Jersey) does not own property in the State of Maryland, the title to which could be affected by the recording of an instrument among the Land Records.

SEVENTH: The terms and conditions of the transaction set forth in the articles were advised, authorized, and approved by each corporation party to the articles in the manner and by the vote required by its charter and the laws of the place where it is organized.

EIGHTH: The merger was (a) duly advised by the board of directors of said Rampf Molds Industries, Inc. (Maryland), by the adoption, on June 25, 1990, of a resolution, declaring that the merger herein proposed was advisable substantially upon the terms and conditions set forth in these Articles of Merger and directing that the proposed Articles of Merger be submitted for action thereon at a special meeting of the stockholders of said corporation, and (b) duly approved by the stockholders of said corporation at said meeting of the stockholders held on June 25, 1990, by the affirmative vote of the holders of two-thirds of each class of stock entitled to vote separately thereon.

NINTH: The terms and conditions as set forth in these Articles of Merger were approved in the following manner. The merger to be effected by these Articles of Merger was duly advised and authorized and approved by said Rampf Molds Industries, Inc. in the manner and by the vote required by the laws of the State of New Jersey and by the charter of the said corporation.

TENTH: The following other provisions are deemed by the merging corporations necessary to effect the merger:

The first board of directors of the surviving corporation after the date when the Articles of Merger shall become effective shall be the directors of Rampf Molds Industries, Inc. (Maryland) in office at that date.

IN WITNESS WHEREOF, Rampf Molds Industries, Inc. (New Jersey) and Rampf Molds Industries, Inc. (Maryland), the corporations party to the merger, have caused these

3296 2659

Articles of Merger to be signed in their respective corporate names and on their behalf by their respective presidents or vice-presidents and witnessed or attested by their respective secretaries or assistant secretaries all as of the 25th day of June, 1990.

RAMPF MOLDS INDUSTRIES, INC.
(New Jersey)

By: _____
President - Bernd Andreas

Attest: (Witness:)

_____
Secretary

RAMPF MOLDS INDUSTRIES, INC.
(Maryland)

By: _____
President - Bernd Andreas

Attest: (Witness:)

_____
Secretary

THE UNDERSIGNED, President of Rampf Molds Industries, Inc. (New Jersey), 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.

_____
(Bernd Andreas; President)

906

THE UNDERSIGNED, President of Rampf Molds Industries, Inc. (Maryland), who executed on behalf of said corporation the foregoing Articles of Merger, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said corporation, the foregoing Articles of Merger to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

_____
(Bernd Andreas, President)

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 11 Amd. BUSINESS CODE ____ COUNTY 71

#____ ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging ~~(Transferor)~~ Rampf Molds Industries Inc. (N.J. Corp)

Surviving ~~(Transferee)~~ Rampf Molds Industries Inc. D3036803

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63	20	Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

Name Change
(New Name) ____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code 153

ATTENTION: Sherry Suchala

MAIL TO ADDRESS: ____

TOTAL FEES 50

✓ Check ____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: PCM

3296 3662

ARTICLES OF MERGER
OF
RAMPF MOLDS INDUSTRIES, INC.
(UNQUALIFIED - NJ)
INTO
RAMPF MOLDS INDUSTRIES, INC.
(A MD CORP.) SURVIVOR

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 27, 1990 AT 10:27 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D3036803

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.

MAILED JUN 1 0 1991

RETURN TO:
PRENTICE HALL
ATTN: SHERRY SUCHALA
33 NORTH LA SALLE ST.
CHICAGO IL 60602

124C3047606

A 346464

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3296 2657

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

ARTICLES OF AMENDMENT

BLUE STREAK, INCORPORATED, a Maryland corporation having its principal office in Washington County, Maryland (hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The charter of the Corporation is hereby amended by striking out the Second Paragraph and inserting in lieu thereof the following:

> SECOND: The name of the corporation (which is hereafter called the "Corporation") is POWELL BUILDERS, INC.

SECOND: The amendment of the charter of the Corporation as hereinabove set forth has been duly advised by the board of directors and approved by the stockholders of the corporation.

IN WITNESS WHEREOF: BLUE STREAK, INCORPORATED, has caused these presents to be signed in its name and on its behalf by its President and attested by its Secretary on December 27, 1990.

ATTEST: BLUE STREAK, INCORPORATED

Samuel O. Powell, President

Patricia M. Powell, Secretary

THE UNDERSIGNED, president of BLUE STREAK, INCORPORATED, who executed on behalf of said Corporation, the foregoing Articles of Amendment, of which this certificate is made a part, hereby acknowledges, in the name and on behalf of said Corporation, the foregoing Articles of Amendment to be the corporate act of said corporation and further certifies that, to the best of his knowledge, information and belief, the matters and facts set forth therein with respect to the approval thereof are true in all material respects, under the penalties of perjury.

Samuel O. Powell

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
12-28-90 at 8:50 A.m.

03628.C

910

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A8L BUSINESS CODE ____ COUNTY 71

D2334563 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 20

Name Change
(New Name) Powell Builders, Inc.

✓ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: Patricia A. Powell

MAIL TO ADDRESS: Blue Streak Incorporated
1115 Oak Hill Ave.
Hagerstown Md
21740

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: SMS

3297 2778

ARTICLES OF AMENDMENT
OF
BLUE STREAK, INCORPORATED
CHANGING ITS NAME TO:
POWELL BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 28, 1990 AT 8:50 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	$

D2334563

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.

MAILED JUN 18 1991

RETURN TO:
PATRICIA M. POWELL
BLUESTEAK, INCORPORATED
1115 OAK HILL AVENUE
HAGERSTOWN MD 21740

126C3040168

A. 346598

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER 3297 FOLIO 276.

AT5-060

912 Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

CORP2-33.GMB
042690:GMB

RECEIVED
'90 DEC 31 PM 2
STATE DEPT. OF
ASSESSMENTS & TAXATION

ARTICLES OF REVIVAL

NOMAR CORP.
(A CLOSE CORPORATION)

NOMAR CORP., a corporation formed under the Laws of Maryland, having its principal office at Route 2, Box 340, Boonsboro, Washington County, Maryland 21713, hereby certifies to the State Department of Assessments and Taxation as follows:

FIRST: That the Charter of the corporation was forfeited on October 11, 1989, for the failure to file certain personal property reports, and these Articles of Revival are for the purpose of reviving and reinstating the Charter of the corporation.

SECOND: The name of the corporation at the time of the forfeiture of its Charter was NOMAR CORP.

THIRD: The name of the corporation will hereafter be known as NOMAR, CORP.

FOURTH: (a) The post office address of the principal office of the corporation in the State of Maryland is as stated above, that being Route 2, Box 340, Boonsboro, Washington County, Maryland 21713, 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 is David W. Grimm, c/o Route 2, Box 340, Boonsboro, Washington County, Maryland 21713. Said resident agent is an adult citizen residing in the State of Maryland.

FIFTH: At the time of the filing of these Articles of Revival the corporation (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; and (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 corporation had not forfeited its Charter, whether or not any of the above would have been barred by limitation.

IN WITNESS WHEREOF, the undersigned who were respectively the last acting President and the last acting Assistant Secretary of the corporation have signed these Articles of Revival on this 26th day of April, 1990.

ATTEST:

David W. Grimm
Assistant Secretary

NOMAR, CORP.

BY: Robert E. Wasik
President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
12-31-90 at 2:02 p.m.

100381 TO

STATE OF MARYLAND, COUNTY OF FREDERICK, TO WIT:

I HEREBY CERTIFY that on this 26th day of April, 1990, before me, the subscriber, a Notary Public in and for the State and County aforesaid, personally appeared Robert E. Wasik, last acting President, and David W. Grimm, last acting Assistant Secretary of NOMAR CORP., a Maryland corporation, and severally acknowledged the aforegoing Articles of Revival to be their act and deed.

WITNESS my hand and Notarial Seal.

Amanda J. Linthicum
Amanda J. Linthicum
NOTARY PUBLIC

My Commission Expires:
July 1, 1990

913

AFFIDAVIT FOR REVIVAL OF A CHARTER

I, Robert E, Wasik, President of NOMAR CORP., 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 E. Wasik
Robert E. Wasik
President

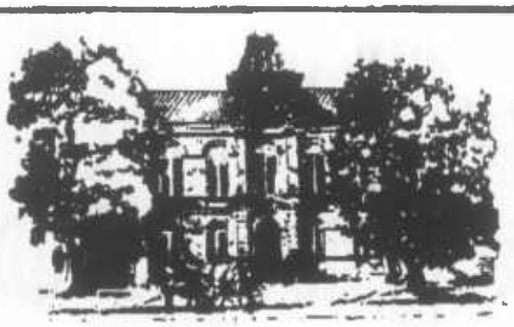
I hereby certify that on this 26th day of April, 1990, before me, the subscriber, a Notary Public of the State of Maryland, in and for the County of Frederick, personally appeared Robert E. Wasik and made oath under the penalties of perjury that the matters and facts set forth in this affidavit are true to the best of his knowledge, information and belief.

As witness my hand and Notarial Seal.

Amanda J. Linthicum
Amanda J. Linthicum
NOTARY PUBLIC

My Commission Expires:
July 1, 1990

STATE DEPT. OF
ASSESSMENTS & TAXATION



OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone (301) 791-3173
MARCOM 249-3173
VOICE/TTY (301) 791-3175

RONALD L. BOWERS
President
RICHARD E. ROULETTE
Vice President
R. LEE DOWNEY
LINDA C. IRVIN
MARTIN L. SNOOK

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

December 27, 1990

NOMAR CORPORATION
D2211100

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

NOMAR CORPORATION

have been paid to and including the fiscal year July 1 1990 through June 30, 1991.

Todd L. Hershey, Treas.

Todd L. Hershey, Treasurer
Washington County Maryland MB

cc - file

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 18 BC BUSINESS CODE _____ COUNTY 71

#D2211100 ___ P.A. ___ Religious ___ Close ___ Stock ___ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	59	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	9	1 Certified Copy 3 pp
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31	6	1 Corp. Good Standing
NA		Foreign Corp. Registration
87		Limited Part. Good Standing
71		Financial
600		Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

TOTAL FEES 124

Name Change
(New Name) _____

- ✓ Change of Name
- ✓ Change of Principal Office
- ✓ Change of Resident Agent
- ✓ Change of Resident Agent Address
- ___ Resignation of Resident Agent
- ___ Designation of Resident Agent and Resident Agent's Address
- ___ Other Change _____

Code 053

ATTENTION: Phil Topper

90865
1-2-91
CS

MAIL TO ADDRESS: _____

✓ Check ___ Cash

___ Documents on ___ checks

NOTE: CERTIFIED COPY MADE

APPROVED BY: SMT

1571

THE ARTICLES OF REVIVAL
OF
NOMAR CORP.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND DECEMBER 31, 1990 AT 2:02 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D2211100

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.

MAILED JUN 18 1991

RETURN TO:
MILES AND STOCKBRIDGE
P. TOPPER
30 WEST PATRICK STREET
FREDERICK MD 21701

128C3040481

A 346888

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3298 1566

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
1-4-91 at 8:25 a.m.

8.

HAGERSTOWN SOCCER CLUB, INC.

ARTICLES OF INCORPORATION
including election to be a Close Corporation

FIRST: We, Rudolph M. Krumpe, Richard S. Aleshire, and R. Michael Flynn, whose mailing address is P. O. Box 384, Maugansville, Washington County, Maryland 21767, 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

Hagerstown Soccer Club, Inc.

THIRD: The Corporation shall be a non-stock, charitable, membership corporation.

FOURTH: The purposes for which the Corporation is formed are:

(1) To provide opportunities for youth to learn teamwork, skill, development, and knowledge of soccer, including character development through supervised instruction, regular season league play, and tournament play in the sport of soccer.

(2) To lease or purchase real property for a clubhouse, soccer fields, practice areas, or related uses.

(3) 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 mailing address of the principal office of the Corporation in Maryland is P. O. Box 384, Maugansville, Washington County, Maryland 21767. The name and address of the Resident Agent of the Corporation in Maryland is Rudolph M. Krumpe, 104 Cypress Street, Hagerstown, Washington County, Maryland 21740. Said Resident Agent is a citizen of Maryland and actually resides therein.

STATE DEPT. OF ASSESSMENTS & TAXATION
'91 JAN 4 AM 8 26
RECEIVED
1004305

SIXTH: The Corporation shall have no capital stock and shall not be authorized to issue capital stock.

SEVENTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation but shall never be less than three (3) nor more than ten (10). The names of the Directors, who shall act until the first annual meeting or until their successors are duly chosen and qualified, are:
Rudolph M. Krumpe, Richard S. Aleshire, and R. Michael Flynn.

EIGHTH: Upon the dissolution of the Corporation's affairs, or 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 in accordance with the Laws of the State of Maryland.

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: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, We have signed these Articles of Incorporation this 2 day of January, 1991, and we acknowledge the same to be our act.

WITNESS:

Rudolph M. Krumpe

Richard S. Aleshire

R. Michael Flynn

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 WS BUSINESS CODE 04 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ____ Stock ✓ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	30	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: William C. Gantz

MAIL TO ADDRESS: Kaufor & Gantz
123 W. Washington St.
Hagerstown, Md
21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: SMZ

3299 0031

ARTICLES OF INCORPORATION
OF
HAGERSTOWN SOCCER CLUB, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 4, 1991 AT 8:25 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3143823

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.

MAILED JUN 16 1991

RETURN TO:
KAYLOR & WANTZ
ATTN: WILLIAM C. WANTZ
123 W. WASHINGTON ST.
HAGERSTOWN MD 21740

130C3040646

A 347063

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3299 0029

060

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

GREENWALD ENTERTAINMENT SOFTWARE, INC.

DEPARTMENT OF ASSESSMENT AND TAXATION
APPROVED FOR RECORD
1/7/91 at 3:20 p.m.

CERTIFICATE OF CORPORATE RESOLUTIONS
CHANGING PRINCIPAL OFFICE

I, Melvin C. Greenwald, the undersigned Secretary of GREENWALD ENTERTAINMENT SOFTWARE, INC., a Maryland corporation (the "Corporation"), do hereby certify to the State Department of Assessments and Taxation of Maryland that the following resolutions were duly adopted by the Board of Directors of the Corporation:

> RESOLVED, that the principal office of the Corporation is hereby changed from 100 Western Maryland Parkway, Hagerstown, Maryland 21740 to 29 North Prospect Street, Hagerstown, Maryland 21740; and it is
>
> FURTHER RESOLVED; that the proper officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to file appropriate certified copies 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.

The foregoing resolutions have not been amended, rescinded or modified and are in full force and effect on the date hereof.

WITNESS, my signature under seal of the Corporation this 2nd day of January, 1991.

Melvin C. Greenwald (SEAL)
Melvin C. Greenwald,
Secretary

5660GES.RA

STATE DEPT. OF ASSESSMENTS & TAXATION
RECEIVED
'91 JAN 7 PM 4 30

3300 0710

922

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 26 WLS BUSINESS CODE _____ COUNTY 71

D 2190361 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70	10	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

Name Change (New Name) _____

- ____ Change of Name
- X Change of Principal Office
- ____ Change of Resident Agent
- ____ Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change _____

Code 028

ATTENTION: Lee Benedict

MAIL TO ADDRESS: _____

✓ Check ____ Cash

NOTE:

5 Documents on 1 checks

3300 0711

APPROVED BY: PCM

CHANGE OF PRINCIPAL OFFICE
OF
GREENWALD ENTERTAINMENT SOFTWARE, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 7, 1991 AT 3:20 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2190361

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.

MAILED JUN 18 1991

RETURN TO:
GEBHARDT & SMITH
ATTN: LEE BENEDICT
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

132C3040234

A 347472

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3300 0709

AT5-060

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
1/7/91 at 3:20 .m.

HAGERSTOWN NEWS DISTRIBUTORS, INC.

CERTIFICATE OF CORPORATE RESOLUTIONS
CHANGING PRINCIPAL OFFICE

I, Brigitte E. Greenwald, the undersigned Secretary of HAGERSTOWN NEWS DISTRIBUTORS, INC., a Maryland corporation (the "Corporation"), do hereby certify to the State Department of Assessments and Taxation of Maryland that the following resolutions were duly adopted by the Board of Directors of the Corporation:

> RESOLVED, that the principal office of the Corporation is hereby changed from 100 Western Maryland Parkway, Hagerstown, Maryland 21740 to 29 North Prospect Street, Hagerstown, Maryland 21740; and it is
>
> FURTHER RESOLVED; that the proper officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to file appropriate certified copies 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.

The foregoing resolutions have not been amended, rescinded or modified and are in full force and effect on the date hereof.

WITNESS, my signature under seal of the Corporation this 2nd day of January, 1991.

Brigitte E. Greenwald (SEAL)
Brigitte E. Greenwald,
Secretary

5660HND.RA

RECEIVED
'91 JAN 7 PM
STATE DEPT. OF
ASSESSMENTS & TAXATION

3300 0713

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 26WCS BUSINESS CODE ____ COUNTY 71

D0937953 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70	10	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 40

Name Change (New Name) ____

- ____ Change of Name
- X Change of Principal Office
- ____ Change of Resident Agent
- ____ Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change ____

Code 028

ATTENTION: Lee Benedict

MAIL TO ADDRESS: ____

✓ Check ____ Cash

NOTE:

5 Documents on 1 checks

3300 0714

APPROVED BY: PCM

CHANGE OF PRINCIPAL OFFICE
OF
HAGERSTOWN NEWS DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 7, 1991 AT 3:20 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D0937953

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.

MAILED JUN 1 8 1991

RETURN TO:
GEBHARDT & SMITH
ATTN: LEE BENEDICT
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

132C3040235

A 347473

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3300 0712

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

GREENWALD GROUP, INC.

STATE DEPARTMENT OF ASSESSMENTS
& TAXATION
RECEIVED FOR RECORD
1/7/91 at 3:20 .m.

CERTIFICATE OF CORPORATE RESOLUTIONS
CHANGING PRINCIPAL OFFICE

I, Melvin C. Greenwald, the undersigned Secretary of GREENWALD GROUP, INC., a Maryland corporation (the "Corporation"), do hereby certify to the State Department of Assessments and Taxation of Maryland that the following resolutions were duly adopted by the Board of Directors of the Corporation:

> RESOLVED, that the principal office of the Corporation is hereby changed from 100 Western Maryland Parkway, Hagerstown, Maryland 21740 to 29 North Prospect Street, Hagerstown, Maryland 21740; and it is
>
> FURTHER RESOLVED; that the proper officers of the Corporation are hereby authorized and directed for and on behalf of the Corporation to file appropriate certified copies 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.

The foregoing resolutions have not been amended, rescinded or modified and are in full force and effect on the date hereof.

WITNESS, my signature under seal of the Corporation this 2nd day of January, 1991.

Melvin C. Greenwald (SEAL)
Melvin C. Greenwald,
Secretary

L:\5660GG.RA

RECEIVED
'91 JAN 7 PM 3 20
STATE DEPT. OF
ASSESSMENTS & TAXATION

3300 0719

928

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 26 WCJ BUSINESS CODE _____ COUNTY 71

D2503035 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70	10	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

Name Change
(New Name) _____

____ Change of Name
X Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code 028

ATTENTION: See Benedict

MAIL TO ADDRESS: _____

✓ Check ____ Cash

NOTE:

5 Documents on 1 checks

APPROVED BY: Pam

3300 0720

CHANGE OF PRINCIPAL OFFICE
OF
GREENWALD GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 7, 1991 AT 3:20 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2503035

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.

RECEIVED JUN 18 1991

RETURN TO:
GEBHARDT & SMITH
ATTN: LEE BENEDICT
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

132C3040237

A 347475

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3300 0719

AT5-060

930 Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

January 2, 1991

Department of Assessments and Taxation
301 W. Preston Street
Baltimore, Maryland 21201
Attention: Corporate Charter Section

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
1/7/91 at 3:21

Dear Sirs:

Please be advised that I presently serve as the statutory resident agent of **Hagerstown News Distributors, Inc.** and **Greenwald Group, Inc.**, both Maryland corporations. My current address of record is 100 Western Maryland Parkway, Hagerstown, Maryland 21740. Please change my address of record to 29 N. Prospect Street, Hagerstown, Maryland 21740. The effective date of this change is the date upon which this letter is received and filed of record by your office.

Thank you very much.

Very truly yours,

Melvin C. Greenwald

Melvin C. Greenwald

LHB/mdb
L:\LET\5660COA.J01

RECEIVED
'91 JAN 7 PM 3 21
STATE DEPT. OF
ASSESSMENTS & TAXATION

3300 0716

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 26WUS BUSINESS CODE _____ COUNTY 71

D2503035 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	7	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70	10	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

Name Change (New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
X Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code 028

ATTENTION: Lee Benedict

MAIL TO ADDRESS: _____

✓ Check ____ Cash

5 Documents on 1 checks

NOTE: Greenwald Group, Inc.

APPROVED BY: PCM

1300 0717

932

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
GREENWALD GROUP, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 7, 1991 AT 3:21 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2503035

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.

MAILED JUN 18 1991

RETURN TO:
GEBHARDT & SMITH
ATTN: LEE BENEDICT
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

132C3040236

A 347474

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3300 0715

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

January 2, 1991

Department of Assessments and Taxation
301 W. Preston Street
Baltimore, Maryland 21201
Attention: Corporate Charter Section

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
1/7/91 at 3:21 p.m.

Dear Sirs:

Please be advised that I presently serve as the statutory resident agent of **Hagerstown News Distributors, Inc.** and **Greenwald Group, Inc.**, both Maryland corporations. My current address of record is 100 Western Maryland Parkway, Hagerstown, Maryland 21740. Please change my address of record to 29 N. Prospect Street, Hagerstown, Maryland 21740. The effective date of this change is the date upon which this letter is received and filed of record by your office.

Thank you very much.

Very truly yours,

Melvin C. Greenwald

Melvin C. Greenwald

LHB/mdb
L:\LET\5660COA.J01

RECEIVED
'91 JAN 7 PM 4
STATE DEPT. OF
ASSESSMENTS & TAXATION

3300 0722

934

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 26 WCS BUSINESS CODE ____ COUNTY 71

D0937953 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70	10	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

Name Change
(New Name) ____

- ____ Change of Name
- ____ Change of Principal Office
- ____ Change of Resident Agent
- 7 Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change ____

Code 028

ATTENTION: Lee Benedict

MAIL TO ADDRESS: ____

TOTAL FEES 40

✓ Check ____ Cash

5 Documents on 1 checks

NOTE: Hagerstown News Distributors Inc.

APPROVED BY: ____

CHANGE OF RESIDENT AGENT'S ADDRESS
OF
HAGERSTOWN NEWS DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 7, 1991 AT 3:21 O'CLOCK P.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D0937953

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.

MAILED JUN 18 1991

RETURN TO:
GEBHARDT & SMITH
ATTN: LEE BENEDICT
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

132C3040238

A 347476

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3300 0721

AT5-060

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

RESIGNATION OF AGENT

I, UNITED STATES CORPORATION COMPANY, heretofore appointed as agent for Spare Engine Corporation (a Maryland corporation) tender my resignation as agent for service of process for Spare Engine Corporation, such resignation to become effective ten (10) days after receipt of this notice by the Department of Assessments and Taxation.

UNITED STATES CORPORATION COMPANY

Alan E. Spiewak
Vice President

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR PAYMENT
1/9/91 at 8:21 A.m.

15 Columbus Circle, New York, NY 10023-7773

7299 2247

PRENTICE HALL LEGAL & FINANCIAL SERVICES

Prentice Hall Corporate Services
Infosearch Services
Master Data Center
Charles F. Simon & Company
Prentice Hall Online

Direct (212) 373-7549

December 13, 1990

CERTIFIED P 299 756 680
Mr. Mark Sustana
Dunnington, Bartholow & Miller
666 Third Avenue
New York, NY 10017

RE: Spare Engine Corporation

Dear Mr. Sustana

Please be advised that pursuant to Section 2-108(d) of the Maryland General Corporation Law, the undersigned is resigning as registered agent for the captioned corporation in the state of Maryland.

Our resignation will become effective 10 days after receipt of our notice by the Department of Assessment and Taxation.

Very truly yours,

UNITED STATES CORPORATION COMPANY

Alan E. Spiewak
Vice President
Representation Services

AES:ag

3299 2248

SENDER: Complete items 1 and 2 when additional services are desired, and complete items 3 and 4. SPARE ENGINE CORPORATION (RESIGNATION)
Put your address in the "RETURN TO" space on the reverse side. Failure to do this will prevent this card from being returned to you. The return receipt fee will provide you the name of the person delivered to and the date of delivery. For additional fees the following services are available. Consult postmaster for fees and check box(es) for additional service(s) requested.
1. ☐ Show to whom delivered, date, and addressee's address. *(Extra charge)*
2. ☐ Restricted Delivery *(Extra charge)*

3. Article Addressed to:

MR. MARK SUSTANA
DUNNINGTON, BARTHOLOW & MILLER
666 THIRD AVENUE
NEW YORK, NY 10017

4. Article Number
P 299 756 680

Type of Service:
☒ Registered ☐ Insured
☐ Certified ☐ COD
☐ Express Mail ☐ Return Receipt for Merchandise

Always obtain signature of addressee or agent and DATE DELIVERED.

5. Signature — Addressee
X C. Faulkner

6. Signature — Agent
X

7. Date of Delivery
12/17/90

8. Addressee's Address *(ONLY if requested and fee paid)*

PS Form 3811, Apr. 1989 ★U.S.G.P.O. 1989-238-815 DOMESTIC RETURN RECEIPT

3299 2249

939

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 801
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 21

D2164671 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
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65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
3		____ Certified Copy ____
6		Penalty
4		For. Supplemental Cert.
53		Foreign Resolution
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76		Certificate of Merger/Transfer
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31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal
		Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other
		Other

Name Change (New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
✓ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code 050

ATTENTION: Alan E Sypiewak

MAIL TO ADDRESS: _____

TOTAL FEES $10.00

1 Check ___ Cash

NOTE:

3299 3250

1 Documents on 1 checks

APPROVED BY: RHC

RESIGNATION OF RESIDENT AGENT
OF
SPARE ENGINE CORPORATION

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 9, 1991 AT 8:21 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2164671

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.

MAILED JUN 10 1991

RETURN TO:
PRENTICE-HALL CORPORATION
A. E. SPIEWAK
15 COLUMBUS CIRCLE
NEW YORK NY 10023 7773

131C3040087

A 347335

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3299 2246

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

RECEIVED
'91 JAN 10 AM 11 02
STATE DEPT. OF
ASSESSMENTS & TAXATION

HAGERSTOWN NEWS DISTRIBUTORS, INC.

ARTICLES OF AMENDMENT AND RESTATEMENT

HAGERSTOWN NEWS DISTRIBUTORS, INC., a Maryland corporation, having its principal office in Washington County, State of Maryland (hereafter, the "CORPORATION"), hereby certifies to the Maryland State Department of Assessments and Taxation that:

1. The CORPORATION desires to amend and restate its Charter as currently in effect as hereinafter provided. The provisions set forth in the Articles of Amendment and Restatement are all of the provisions of the Charter of the CORPORATION as currently in effect.

'91 JAN 22 PM 1 55

2. The Charter of the CORPORATION is hereby amended and restated by striking in their entirety Articles FIRST through ELEVENTH, inclusive and by substituting in lieu thereof the following:

FIRST: We, Melvin C. Greenwald and Richard M. Greenwald, whose post office addresses are 935 The Terrace, Hagerstown, Washington County, Maryland 21740 and 746 Mount Vernon, Hagerstown, Washington County, Maryland 21740, respectively, being at least twenty-one (21) years of age, do hereby incorporate with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called the CORPORATION) is "Hagerstown News Distributors, Inc."

THIRD: The purposes for which the CORPORATION is formed are as follows:

A. To engage in the wholesale and retail sale and distribution of magazines, books, newspapers and similar items.

B. To purchase or otherwise acquire, hold, own, convey, maintain, improve, operate, mortgage, sell, lease, sublease, or otherwise deal in and dispose of personal and real property of every kind, character, and description whatsoever and wheresoever

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
1/10/91 at 11:02 a.m.

located in furtherance of the present or future business of the CORPORATION.

C. To do or perform any lawful act or pursue any lawful purpose in general and as specifically authorized by Section 2-103 of the Corporations and Associations Article of the Annotated Code Of Maryland, as amended. Any specifically enumerated purpose or purposes herein are by way of illustration only and are not limitations or restrictions on the CORPORATION's power to adopt or pursue other or further lawful ends.

FOURTH: The post office address of the principal office of the CORPORATION in this State is 29 N. Prospect Street, Hagerstown, Maryland 21740. The resident agent of the CORPORATION is Melvin C. Greenwald, whose post office address is 29 N. Prospect Street, Hagerstown, Maryland 21740. Said resident agent is a citizen of the State of Maryland, is over the age of twenty-one (21) years 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 two thousand two hundred (2,200) shares of Common Stock, all of one class. The authorized shares of Common Stock are subdivided into two hundred (200) shares of Series A Voting Common Stock, par value $1.00 per share, two hundred (200) shares of Series B Voting Common Stock, par value $1.00 per share, and one thousand eight hundred (1,800) shares of Non-Voting Common Stock, par value $1.00 per share. The aggregate par value of all shares of stock which the CORPORATION has authority to issue is Two Thousand Two Hundred Dollars ($2,200.00).

The following is a description of each series of stock of the CORPORATION, including the preferences, conversion and other rights, voting powers, qualifications, limitations as to dividends, restrictions and terms and conditions of redemption, of the Series A Voting, Series B Voting and Non-Voting Common Stock of the CORPORATION:

1. Definitions. For the purposes of this Article FIFTH and as used throughout the remainder of these Articles of Amendment and Restatement, the following words shall have the following meanings as indicated:

1.1 GLG. The term "GLG" shall mean Gary L. Greenwald.

1.2 MCG. The term "MCG" shall mean Melvin C. Greenwald.

1.3 MCG'S Descendants. The term "MCG'S DESCENDANTS" shall mean any and all of the lineal descendants of MCG, including but not limited to SDG and GLG, and the spouses of MCG and of the lineal descendants of MCG.

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1.4 Non-Voting Stock. The term "NON-VOTING STOCK" shall mean the shares of Non-Voting Common Stock of the CORPORATION.

1.5 RMG. The term "RMG" shall mean Richard M. Greenwald.

1.6 RMG'S Descendants. The term "RMG'S DESCENDANTS" shall mean the lineal descendants of RMG and the spouses of RMG and of the lineal descendants of RMG.

1.7 Series A Stock. The term "SERIES A STOCK" shall mean the shares of Series A Voting Common Stock of the CORPORATION.

1.8 Series B Stock. The term "SERIES B STOCK" shall mean the shares of Series B Voting Common Stock of the CORPORATION.

1.9 SDG. The term "SDG" shall mean Steven D. Greenwald.

2. Voting Rights. The holders of the SERIES A and SERIES B STOCK shall possess all voting powers for all purposes, including by way of illustration and not of limitation, the election of directors. The holders of the NON-VOTING STOCK shall have no voting power whatsoever, and no holder of NON-VOTING STOCK shall be entitled to vote or otherwise participate in any proceedings in which actions shall be taken by the stockholders of the CORPORATION.

2.1 Election of Directors. With respect to the election of the Board of Directors of the CORPORATION:

2.1.1 Both MCG and RMG Own Stock. For so long as both MCG and RMG own shares of the capital stock of the CORPORATION, the holders of the SERIES A STOCK shall: (i) nominate and elect two (2) directors who shall be known as the Series A Directors, and (ii) in the event of a vacancy on the Board of Directors for any cause in respect of either or both of the Series A Directors, including, but not limited to, the death, disability, removal, disqualification, resignation or refusal to act of either or both of the Series A Directors, the holders of the SERIES A STOCK, to the exclusion of the holders of all other series of stock of the CORPORATION, shall nominate and elect one or more directors to fill the vacancy or vacancies so created; and the holders of the SERIES B STOCK shall: (i) nominate and elect two (2) directors who shall be known as the Series B Directors, and (ii) in the event of a vacancy on the Board of Directors for any cause in respect of either or both of the Series B Directors, including, but not limited to, the death, disability, removal, disqualification, resignation or refusal to act of either or both of the Series B Directors, the holders of the SERIES B STOCK, to the exclusion of the holders of all other series of stock of the CORPORATION, shall

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nominate and elect one or more directors to fill the vacancy or vacancies so created.

2.1.2 MCG Owns Stock But RMG Does Not. During any periods of time that MCG continues to own shares of the capital stock of the CORPORATION but RMG does not own shares of the capital stock of the CORPORATION, the holders of the SERIES A STOCK shall: (i) nominate and elect two (2) directors who shall be known as the Series A Directors, and (ii) in the event of a vacancy on the Board of Directors for any cause in respect of either or both of the Series A Directors, including, but not limited to, the death, disability, removal, disqualification, resignation or refusal to act of either or both of the Series A Directors, the holders of the SERIES A STOCK, to the exclusion of the holders of all other series of stock of the CORPORATION, shall nominate and elect one or more directors to fill the vacancy or vacancies so created; and the holders of the SERIES B STOCK shall be entitled to: (i) nominate and elect one (1) director who shall be known as the Series B Director, and (ii) in the event of a vacancy from any cause on the Board of Directors in respect of the Series B Director, including, but not limited to the death, disability, removal, disqualification, resignation or refusal to act of the Series B Director, the holders of the SERIES B STOCK, to the exclusion of the holders of all other series of stock of the CORPORATION, shall nominate and elect one director to fill the vacancy so created.

2.1.3 RMG Owns Stock But MCG Does Not. During any periods of time that RMG continues to own shares of the capital stock of the CORPORATION but MCG does not own shares of the capital stock of the CORPORATION, the holders of the SERIES A STOCK shall be entitled to: (i) nominate and elect one (1) director who shall be known as the Series A Director, and (ii) in the event of a vacancy from any cause on the Board of Directors in respect of the Series A Director, including, but not limited to the death, disability, removal, disqualification, resignation or refusal to act of the Series A Director, the holders of the SERIES A STOCK, to the exclusion of the holders of all other series of stock of the CORPORATION, shall nominate and elect one director to fill the vacancy so created; and the holders of the SERIES B STOCK shall: (i) nominate and elect two (2) directors who shall be known as the Series B Directors, and (ii) in the event of a vacancy on the Board of Directors for any cause in respect of either or both of the Series B Directors, including, but not limited to, the death, disability, removal, disqualification, resignation or refusal to act of either or both of the Series B Directors, the holders of the SERIES B STOCK, to the exclusion of the holders of all other series of stock of the CORPORATION, shall nominate and elect one or more directors to fill the vacancy or vacancies so created.

2.1.4 Both MCG and RMG Cease to Own Stock.

2.1.4.1. After both MCG and RMG cease to own shares of the capital stock of the CORPORATION and provided and for

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as long as SDG and GLG both own shares of the SERIES A STOCK, the holders of the SERIES A STOCK shall: (i) nominate and elect two (2) directors who shall be known as the Series A. Directors, and (ii) in the event of a vacancy on the Board of Directors for any cause in respect of either or both of the Series A Directors, including, but not limited to, the death, disability, removal, disqualification, resignation or refusal to act of either or both of the Series A Directors, the holders of the SERIES A STOCK, to the exclusion of the holders of all other series of stock of the CORPORATION, shall nominate and elect one or more directors to fill the vacancy or vacancies so created; and the holders of the SERIES B STOCK shall be entitled to: (i) nominate and elect one director who shall be known as the Series B Director, and (ii) in the event of a vacancy from any cause on the Board of Directors in respect of the Series B Director, including, but not limited to the death, disability, removal, disqualification, resignation or refusal to act of the Series B Director, the holders of the SERIES B STOCK, to the exclusion of the holders of all other series of stock of the CORPORATION, shall nominate and elect directors to fill the vacancy so created.

2.1.4.2. After both MCG and RMG cease to own shares of the capital stock of the CORPORATION and provided and for as long as SDG and GLG both do not own shares of the SERIES A STOCK, the holders of the SERIES A STOCK shall: (i) nominate and elect two (2) directors who shall be known as the Series A Directors, and (ii) in the event of a vacancy on the Board of Directors for any cause in respect of either or both of the Series A Directors, including, but not limited to, the death, disability, removal, disqualification, resignation or refusal to act of either or both of the Series A Directors, the holders of the SERIES A STOCK, to the exclusion of the holders of all other series of stock of the CORPORATION, shall nominate and elect one or more directors to fill the vacancy or vacancies so created; and the holders of the SERIES B STOCK shall: (i) nominate and elect two (2) directors who shall be known as the Series B Directors, and (ii) in the event of a vacancy on the Board of Directors for any cause in respect of either or both of the Series B Directors, including, but not limited to, the death, disability, removal, disqualification, resignation or refusal to act of either or both of the Series B Directors, the holders of the SERIES B STOCK, to the exclusion of the holders of all other series of stock of the CORPORATION, shall nominate and elect one or more directors to fill the vacancy or vacancies so created.

2.1.5 <u>Cumulative Voting</u>. At each election of Series A and Series B Directors, every stockholder, with respect to the series of stock which he owns, shall be entitled to as many votes as shall equal the number of votes which (except for those provisions as to cumulative voting) he would be entitled to cast for the election of directors with respect to his shares multiplied by the number of directors to be elected, and he may cast all such

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votes for a single nominee, or he may distribute them among any two (2) or more nominees, as he may see fit.

2.1.6 Legal Incompetency of MCG or RMG; Powers of Attorney. In the event that either MCG or RMG is judicially determined to be legally incompetent, from the date of such determination (and without regard to any judicial appeals of such determination), the person determined to be legally incompetent shall cease to serve as a director of the CORPORATION and, until such person is judicially determined to be legally competent or the determination of legal incompetency is reversed, such person may not serve as a director of the CORPORATION. No director of the CORPORATION may at any time appear or act as a director of the CORPORATION pursuant to a power of attorney or otherwise through an attorney-in-fact.

2.2 Voting On Matters Other Than The Election Of Directors. On all matters other than the election of directors which are submitted for shareholder action, each share of SERIES A STOCK and each share of SERIES B STOCK shall be entitled to one vote, and all votes so cast shall be counted together without distinction by series or class.

2.3 Quorum. The presence in person or by proxy of the holders of record of both fifty percent (50%) or more of the issued and outstanding shares of SERIES A STOCK and of fifty percent (50%) or more of the issued and outstanding shares of SERIES B STOCK shall constitute a quorum at all meetings of the shareholders, except as provided in the immediately following sentence or as may be otherwise specifically provided by law. If a quorum of shareholders fails to appear at two (2) duly called meetings of shareholders in succession, then at the next duly (but only at the next meeting)called meeting a quorum shall consist of fifty percent (50%) or more of the issued and outstanding shares of SERIES A STOCK or fifty percent (50%) or more of the issued and outstanding shares of SERIES B STOCK. If less than a quorum shall be in attendance at the time for which the meeting shall have been called, the meeting may not be adjourned until a later time at which a quorum shall attend, but instead any succeeding meeting of shareholders may be called only with due notice or waiver of notice as provided in the Bylaws of the CORPORATION and by applicable law. In the event of the withdrawal of any shareholder or shareholders from a meeting which has been duly called and convened and at which a quorum was established so that less than a quorum remains, the remaining shareholders may continue to transact business until the adjournment of the meeting, notwithstanding such withdrawal.

2.4 Non-Voting Stock. The holders of the NON-VOTING STOCK shall have no voting power whatsoever, and no holder of NON-VOTING STOCK shall be entitled to vote or otherwise participate in any proceedings in which action shall be taken by the stockholders of the CORPORATION or be entitled to notice of any meeting of the stockholders of the CORPORATION.

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3. Conversion Rights. Each share of SERIES A STOCK shall automatically, and without any action on the part of the holder thereof, convert to one (1) share of SERIES B STOCK effective on the date that legal title or the right to vote such share by proxy or other arrangement passes to RMG or any of RMG'S DESCENDANTS. Each share of SERIES B STOCK shall automatically, and without any action on the part of the holder thereof, convert to one (1) share of SERIES A STOCK effective on the date that legal title or the right to vote such share by proxy or other arrangement passes to MCG or any of MCG'S DESCENDANTS. Upon the conversion of shares of SERIES A or SERIES B STOCK as aforesaid, each holder of a certificate or certificates theretofore representing outstanding shares of the stock ("PRE-CONVERTED STOCK") which was so converted may surrender such certificate or certificates, and each shareholder shall be entitled upon such surrender to receive from the CORPORATION in exchange therefor, without cost to it, a certificate or certificates representing the number of shares of capital stock of the CORPORATION into which the shares of PRE-CONVERTED STOCK were converted as aforesaid. Certificates representing shares of converted capital stock shall be imprinted with all legends contained on the certificate representing the PRE-CONVERTED STOCK. Until so surrendered, such outstanding certificate or certificates, which represented shares of PRE-CONVERTED STOCK shall be deemed for all purposes to evidence the ownership of the shares of the stock into which such PRE-CONVERTED STOCK has been so converted. If any owner of PRE-CONVERTED STOCK shall deliver to the CORPORATION such affidavits, indemnity agreements or surety bonds as the CORPORATION shall reasonably require with respect to lost stock certificates, the CORPORATION shall treat such delivery as the surrender of the lost or misplaced or destroyed certificate or certificates representing shares of PRE-CONVERTED STOCK. NON-VOTING STOCK is not subject to any conversion rights.

4. Other Rights. Except as provided with respect to voting rights in paragraph 2 above and conversion rights in paragraph 3 above, each share of SERIES A STOCK, each share of SERIES B STOCK, and each share of NON-VOTING STOCK (all such shares are herein collectively referred to as the "STOCK") issued and outstanding from time to time shall be identical in all respects, and no dividend or distribution shall be paid on any shares of STOCK unless the same dividend or distribution is paid on all shares of STOCK outstanding at the time of such payment.

SIXTH: The number of directors of the CORPORATION shall be four (4) for so long as (i) both MCG and RMG both own shares of the capital stock of the CORPORATION, and (ii) both MCG and RMC cease to own shares of the capital stock of the CORPORATION and SDG and GLG both do not own shares of the capital stock of the CORPORATION and three (3) at all other times. The names of the directors (who shall serve until the next annual meeting of the stockholders or

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until their successors are duly elected and qualified) and the series of their respective directorships are as follows:

SERIES A DIRECTORS:

Melvin C. Greenwald
Emily V. Greenwald

SERIES B DIRECTORS:

Richard M. Greenwald
Brigitte E. Greenwald.

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 of the different series:

A. The business of the CORPORATION shall be managed under the direction of its Board of Directors, which shall have and may exercise all the powers of the CORPORATION except such as are by law or this Charter or the By-laws conferred upon or reserved to the stockholders.

B. During any period of time that MCG owns shares of the capital stock of the CORPORATION but RMG does not, the CORPORATION may not take any of the following actions without the approval of the holders of at least fifty percent (50%) of the SERIES B STOCK:

1. The payment of compensation in any form (other than dividends or distributions paid with respect to capital stock of the CORPORATION, which dividends and distributions are also paid prorata and upon the same terms to the holders of all other shares of the capital stock of the CORPORATION) to MCG in any fiscal year of the CORPORATION in an aggregate amount exceeding Thirty Thousand Dollars ($30,000.00) in the fiscal year ending September 30, 1990, subject to adjustment as follows. The aggregate amount of compensation which may be paid to MCG without approval of any of the holders of SERIES B STOCK shall be adjusted annually for each fiscal year of the Company ending after September 30, 1990 by multiplying Thirty Thousand Dollars ($30,000.00) by a fraction, the numerator of which is the "Consumer Price Index For All Urban Consumers - U.S. City Average For All Items (1982-84 = 100%)," published monthly in the "Monthly Labor Review" of the Bureau of Labor Statistics of the United States Department of Labor ("CPI-U") for the month of September immediately preceding the commencement of the new fiscal year for which the compensation ceiling is being determined, and the denominator of which is the CPI-U published for September, 1990. For the purposes of this subparagraph, compensation shall include, but not be limited to, salaries, consulting fees and director's fees;

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2. Any increase in compensation paid by the CORPORATION to any of MCG'S DESCENDANTS above the level of compensation previously approved by the Board of Directors of the CORPORATION and, if required under the terms of this Article SEVENTH at the time of such previous approval by the Board of Directors, the holders of at least fifty percent (50%) of the SERIES B STOCK;

3. The entry into any type of transaction (other than a transaction in the ordinary course of business with Books N' Things, a Maryland general partnership, on terms no less favorable to the CORPORATION than the terms on which the CORPORATION does business with unrelated third parties) between the CORPORATION and either (i) MCG or any of MCG'S DESCENDANTS or (ii) any other party (other than a publicly traded company) in which MCG or any of MCG'S DESCENDANTS has a direct or indirect personal or ownership interest of any kind;

4. The redemption by the CORPORATION (otherwise than pursuant to the terms of a contract previously approved by the Board of Directors of the CORPORATION and, if required under the terms of this Article SEVENTH at the time of such previous approval by the Board of Directors, the holders of at least fifty percent (50%) of the SERIES B STOCK) of any of the STOCK owned by MCG or any of MCG'S DESCENDANTS; and

5. The issuance of any SERIES B STOCK otherwise than upon the conversion of shares of SERIES A STOCK to SERIES B STOCK as provided in this Article SEVENTH below.

C. During any period of time that RMG owns shares of the capital stock of the CORPORATION but MCG does not, the CORPORATION may not take any of the following actions without the approval of the holders of at least fifty percent (50%) of the SERIES A STOCK:

1. The payment of compensation in any form (other than dividends or distributions paid with respect to capital stock of the CORPORATION, which dividends and distributions are also paid prorata and upon the same terms to the holders of all other shares of the capital stock of the CORPORATION) to RMG in any fiscal year of the CORPORATION in an aggregate amount exceeding Thirty Thousand Dollars ($30,000.00) in the fiscal year ending September 30, 1990, subject to adjustment as follows. The aggregate amount of compensation which may be paid to RMG without approval of any of the holders of SERIES B STOCK shall be adjusted annually for each fiscal year of the Company ending after September 30, 1990 by multiplying Thirty Thousand Dollars ($30,000.00) by a fraction, the numerator of which is the CPI-U for the month of September immediately preceding the commencement of the new fiscal year for which the compensation ceiling is being determined, and the denominator of which is the CPI-U published for September, 1990. For the purposes of this subparagraph, compensation shall include,

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but not be limited to, salaries, consulting fees and director's fees;

2. Any increase in compensation paid by the CORPORATION to any of RMG'S DESCENDANTS above the level of compensation previously approved by the Board of Directors of the CORPORATION and, if required under the terms of this Article SEVENTH at the time of such previous approval by the Board of Directors, the holders of at least fifty percent (50%) of the SERIES A STOCK;

3. The entry into any type of transaction (other than a transaction in the ordinary course of business with Books N' Things on terms no less favorable to the CORPORATION than the terms on which the CORPORATION does business with unrelated third parties) between the CORPORATION and either (i) RMG or any of RMG'S DESCENDANTS or (ii) any other party (other than a publicly traded company) in which RMG or any of RMG'S DESCENDANTS has a direct or indirect personal or ownership interest of any kind;

4. The redemption by the CORPORATION (otherwise than pursuant to the terms of a contract previously approved by the Board of Directors of the CORPORATION and, if required under the terms of this Article SEVENTH at the time of such previous approval by the Board of Directors, the holders of at least fifty percent (50%) of the SERIES A STOCK) of any of the STOCK owned by RMG or any of RMG'S DESCENDANTS; and

5. The issuance of any SERIES A STOCK otherwise than upon the conversion of shares of SERIES B STOCK to SERIES A STOCK as provided in this Article SEVENTH below.

D. At such times as neither MCG nor RMG owns shares of the capital stock of the CORPORATION and both SDG and GLG own shares of the common stock of the CORPORATION, the CORPORATION may not take the actions set forth below without (in addition to any other shareholder votes or approvals required by law) the approval of the holders of at least fifty percent (50%) of the SERIES B STOCK as well as a majority of the Board of Directors:

1. Any investment by the CORPORATION other than in Treasury instruments, insured certificates of deposit, or comparable conservative investment vehicles;

2. The dissolution or liquidation of the CORPORATION.

3. The entry by the CORPORATION in any fiscal year into leases of realty or personalty providing individually or in the aggregate for payments in excess of Twenty-five Thousand Dollars ($25,000.00) in each fiscal year;

4. Any recapitalization of the CORPORATION;

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5. Any amendment to the Charter or By-laws of the CORPORATION;

6. The issuance of any capital stock, debt which is convertible into capital stock or options or other contracts for the issuance or purchase of stock of the CORPORATION under any circumstances, provided that the CORPORATION may issue shares of capital stock pursuant to contracts previously entered into in accordance with the terms of Article SEVENTH, paragraphs A, B, C and D, as appropriate, and upon the conversion of shares of SERIES A STOCK into shares of SERIES B STOCK or vice versa in accordance with the terms of this Article SEVENTH;

7. The termination of the employment with the CORPORATION of any MCG DESCENDANT or any RMG DESCENDANT;

8. Any change in the executive officers of the CORPORATION;

9. Any increase in compensation paid by the CORPORATION to any of MCG'S DESCENDANTS above the level of compensation previously approved by the Board of Directors of the CORPORATION and, if required under the terms of this Article SEVENTH at the time of such previous approval by the Board of Directors, the holders of at least fifty percent (50%) of the SERIES B STOCK;

10. The entry into any type of transaction (other than a transaction in the ordinary course of business with Books N' Things on terms no less favorable to the CORPORATION than the terms on which the CORPORATION does business with unrelated third parties) between the CORPORATION and either (i) MCG or any of MCG'S DESCENDANTS or (ii) any other party (other than a publicly traded company) in which MCG or any of MCG'S DESCENDANTS has a direct or indirect personal or ownership interest of any kind;

11. The participation by the CORPORATION in any merger, consolidation, share exchange, sale or other transfer of substantially all assets or other material transaction not in the ordinary course of business; and

12. The redemption by the CORPORATION (otherwise than pursuant to the terms of a contract previously approved by the Board of Directors of the CORPORATION and, if required under the terms of this Article SEVENTH at the time of such previous approval by the Board of Directors, the holders of at least fifty percent (50%) of the SERIES B STOCK) of any of the STOCK owned by MCG or any of MCG'S DESCENDANTS.

E. Subject to the limitations set forth above, the CORPORATION reserves the right from time to time to make any amendment of its Charter now or hereafter authorized by law,

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including any amendment which alters the contract rights, as expressly set forth in its Charter, of any outstanding stock.

EIGHTH: The duration of the CORPORATION shall be perpetual.

NINTH: Except as may otherwise be provided by the Board of Directors, no holder 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 or series now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

TENTH: The liability for money damages of each director and officer of the CORPORATION to the CORPORATION or its stockholders shall be limited to Five Hundred Dollars ($500.00) for each event or omission, provided that such limitation of liability shall not apply:

(a) to limit the recovery by or for the account of the CORPORATION of the amount of an improper benefit or profit where it is proved that the director or officer received an improper benefit or profit in money, property or services; or

(b) to the extent that a judgment or other final adjudication adverse to the director or officer is entered in a proceeding based on a finding that an act or omission of a director or an officer resulted from active and deliberate dishonesty and such action or omission was material to the cause of action adjudicated in the proceeding.

For the purposes of this Article, references to "officers" shall refer to the President, each Vice-President, the Secretary and the Treasurer of the CORPORATION, and to the other officers expressly provided for in the by-laws of the CORPORATION. The limitation of liability under this Article shall not apply to events or omissions which occurred before February 18, 1988.

ELEVENTH: The CORPORATION shall indemnify its past, present and future directors and officers from judgments, fines, penalties, settlements and defense costs and expenses (including reasonable attorneys' fees) incurred in threatened, pending or completed actions, suits or proceedings against him, whether civil, criminal, administrative or investigative, to which such person was or is a party or threatened to be made a party by reason of his being or having been a director or officer of the CORPORATION or, at the CORPORATION's request, of any other corporation, partnership or enterprise and from which he is not otherwise entitled to be indemnified (such actions, suits and proceedings are hereinafter collectively referred to as "Proceedings") as follows:

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A. The CORPORATION shall advance, pay when due and reimburse the reasonable expenses incurred by each director or officer of the CORPORATION in the investigation and defense of any Proceeding, provided that the following conditions are satisfied and limitations observed:

i. a director or officer to be indemnified hereunder first shall have executed and delivered to the CORPORATION an irrevocable and unconditional written agreement to reimburse all amounts paid by the CORPORATION hereunder if it is adjudged in the Proceeding (or in any settlement of the Proceeding prior to a final adjudication of the merits all of the following conditions are not unambiguously negated in the written settlement agreement) (a) that the director or officer did not act in good faith, (b) that the director or officer did not reasonably believe that his acts or omissions which are material to the Proceeding were not opposed to the best interests of the CORPORATION, (c) that the acts and omissions of the director or officer were the result of active and deliberate dishonesty, or (d) that the acts or omissions of the director or officer resulted in him actually receiving an improper personal benefit in money, property or services.

ii. if the director or officer is alleged in the Proceeding to have defrauded the CORPORATION or to have derived an improper personal benefit in money, property or services, no indemnification shall be afforded to the director or officer unless and until (a) a disinterested majority of the stockholders or of the Board of Directors of the CORPORATION shall determine that such indemnification is appropriate and the director or officer shall have executed and delivered to the CORPORATION the written agreement described in clause i. above or (b) it is adjudged in the Proceeding (or acknowledged in any written agreement settling the Proceeding prior to a final adjudication of the merits) that the director or officer did not defraud the CORPORATION or receive an improper benefit in money, property and services.

B. The CORPORATION shall indemnify each director and officer of the CORPORATION against all judgments, fines, penalties and settlements entered or assessed against him or entered into in any Proceeding, subject to the following conditions and limitations:

i. there shall be no indemnification hereunder against liabilities which it is determined that the director or officer owes to the CORPORATION,

ii. in the case of a criminal Proceeding, there shall be no indemnification hereunder if it is adjudged that the director or officer had reasonable cause to believe that the act or omission was unlawful, provided that conviction or entry of a plea of nolo contendere creates no presumption that the director or officer lacked reasonable cause to believe that his act or omission was unlawful, and

3203 26

iii. there shall be no indemnification hereunder for acts or omissions which are the result of wilful misfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office as such director or officer.

C. The indemnification and advancement of expenses required in this Article shall not be exclusive of any other rights to, and shall not preclude the granting of, indemnification and advancement of expenses under circumstances and conditions different from those set forth in this Article under the by-laws, resolutions of the Board of Directors or duly authorized agreements of the CORPORATION. Such indemnification and advancement of expenses shall continue as to a person who has ceased to be a director or officer of the CORPORATION and shall inure to the benefit of the personal representatives and heirs of such person.

D. For the purposes of this Article, the term "officer" shall refer to the President, each Vice-President, the Secretary and the Treasurer of the CORPORATION, and all other officers expressly provided for in the by-laws of the CORPORATION; references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; references to "serving at the request of the CORPORATION" shall include any service as a director, officer, employee or agent of the CORPORATION which imposes duties on, or involves services by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the CORPORATION".

E. For the purposes of this Article, references to "the CORPORATION" shall include any constituent corporation (including any constituent of such constituent) absorbed by the CORPORATION in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors and officers, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director or officer of another enterprise shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

<u>TWELFTH</u>: Articles TENTH, ELEVENTH and TWELFTH may not be modified or revoked with retroactive effect without, in addition to all other proceedings and approvals required under applicable law, the approval of all stockholders who, on the effective date of the modification or revocation or at any time prior thereto, were

3207 2698

directors or officers of the CORPORATION or (in the case of modifications or revocations to Articles ELEVENTH and TWELFTH) of any other corporation, partnership or enterprise the directors and officers of which are entitled to indemnification under the terms of Article ELEVENTH.

3. By unanimous written consent of the Directors and Stockholders of the CORPORATION dated as of January 2nd, 1991, taken pursuant to Sections 2-408 and 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Directors and all of the stockholders of the CORPORATION entitled to vote upon the matter duly advised, approved and adopted the foregoing Amendment and Restatement of the Charter of the CORPORATION.

4. Immediately prior to the foregoing amendments to the Charter of the CORPORATION, the CORPORATION had authority to issue Two Thousand (2,000) shares of Stock, consisting of Four Hundred (400) shares of Class A Voting Common Stock, par value One Dollar ($1.00) per share; and One Thousand Six Hundred (1,600) shares of Class B Non-Voting Common Stock, par value One Dollar ($1.00) per share. The aggregate par value of all shares of all classes of stock which the CORPORATION had authority to issue immediately prior to the foregoing amendments to the Charter of the CORPORATION was Two Thousand Dollars ($2,000.00).

5. Immediately following the foregoing amendment to the Charter of the CORPORATION, the CORPORATION had authority to issue Two Thousand Two Hundred (2,200) shares of Stock, all of one class, consisting of Twon Hundred Shares (200) shares of Series A Voting Common Stock, par value One Dollar ($1.00) per share; Two Hundred (200) Shares of Series B Voting Common Stock, par value One Dollar

3207 3699

($1.00) per share; and One Thousand Eight Hundred (1,800) shares of Non-Voting Common Stock, par value One Dollar ($1.00) per share. The aggregate par value of all shares of all series of stock which the CORPORATION had authority to issue immediately following the foregoing amendments to the Charter of the CORPORATION was Two Thousand Two Hundred Dollars ($2,200.00).

6. Immediately upon the filing of these Articles of Amendment and Restatement with the State Department of Assessments and Taxation, each share of Class A Voting Common Stock owned by Melvin C. Greenwald which is issued and outstanding immediately prior to such filing shall, without any action on the part of the holder thereof, be converted into one (1) share of Series A Voting Common Stock of the CORPORATION, and each share of Class A Voting Common Stock owned by Richard M. Greenwald which is issued and outstanding immediately prior to such filing shall, without any action on the part of the holder thereof, be converted into one (1) share of Series B Voting Common Stock of the CORPORATION.

7. As soon as practicable after the filing of these Articles of Amendment and Restatement with the State Department of Assessments and Taxation, each holder of a certificate or certificates theretofore representing outstanding shares of Class A Voting Common Stock may surrender such certificate or certificates, and each shareholder shall be entitled upon such surrender to receive from the CORPORATION in exchange therefor, without cost to it, a certificate or certificates representing the number of shares of Series A or Series B Voting Common Stock of the CORPORATION into which the shares of Class A Voting Common Stock

7203 2700

of the CORPORATION theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Certificates representing shares of Series A or Series B Voting Common Stock shall be imprinted with all legends contained in the certificate representing the converted Class A Voting Common Stock of the CORPORATION. Until so surrendered, such outstanding certificate or certificates, which, prior to the filing of the Articles of Amendment and Restatement with the State Department of Assessments and Taxation, represented shares of Class A Voting Common Stock shall be deemed for all purposes to evidence the ownership of the shares of the Series A or Series B Voting Common Stock into which such shares have been so converted. If any owner of Class A Voting Common Stock outstanding prior to the filing of these Articles of Amendment and Restatement with the State Department of Assessments and Taxation shall deliver to the CORPORATION such affidavits, indemnity agreements or surety bonds as the CORPORATION shall reasonably require with respect to lost stock certificates, the CORPORATION shall treat such delivery as the surrender of the lost or misplaced or destroyed certificate or certificates representing shares of Series A and Series B Voting Common Stock.

8. Immediately upon the filing of these Articles of Amendment and Restatement with the State Department of Assessments and Taxation, each share of Class B Non-Voting Common Stock which is issued and outstanding immediately prior to such filing shall, without any action on the part of the holder thereof, be converted into one (1) share of Non-Voting Common Stock of the CORPORATION.

3203 2701

9. As soon as practicable after the filing of these Articles of Amendment and Restatement with the State Department of Assessments and Taxation, each holder of a certificate or certificates theretofore representing outstanding shares of Class B Non-Voting Common Stock may surrender such certificate or certificates, and each shareholder shall be entitled upon such surrender to receive from the CORPORATION in exchange therefor, without cost to it, a certificate or certificates representing the number of shares of Non-Voting Common Stock of the CORPORATION into which the shares of Class B Non-Voting Common Stock of the CORPORATION theretofore represented by the certificate or certificates so surrendered shall have been converted as aforesaid. Certificates representing shares of Non-Voting Common Stock shall be imprinted with all legends contained in the certificate representing the converted Class B Non-Voting Common Stock of the CORPORATION. Until so surrendered, such outstanding certificate or certificates, which, prior to the filing of the Articles of Amendment and Restatement with the State Department of Assessments and Taxation, represented shares of Class B Non-Voting Common Stock shall be deemed for all purposes to evidence the ownership of the shares of the Non-Voting Common Stock into which such shares have been so converted. If any owner of Class B Non-Voting Common Stock outstanding prior to the filing of these Articles of Amendment and Restatement with the State Department of Assessments and Taxation shall deliver to the CORPORATION such affidavits, indemnity agreements or surety bonds as the CORPORATION shall reasonably require with respect to lost stock certificates, the CORPORATION

3203 2702

shall treat such delivery as the surrender of the lost or misplaced or destroyed certificate or certificates representing shares of Non-Voting Common Stock.

IN WITNESS WHEREOF, Hagerstown News Distributors, Inc. has caused these Articles of Amendment and Restatement to be signed in its name and on its behalf by its President, and attested by its Secretary, this 2nd day of January, 1991, 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:

Brigitte E. Greenwald
Brigitte E. Greenwald,
Secretary

HAGERSTOWN NEWS DISTRIBUTORS, INC.

By: Melvin C. Greenwald (SEAL)
Melvin C. Greenwald
President

L:5660.AAR

3207 2703

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 13 BUSINESS CODE ____ COUNTY 71

D0937953 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and ____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 40

Name Change (New Name) ____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code 028

ATTENTION: Lee Benedict

MAIL TO ADDRESS: ____

____ Check ____ Cash

NOTE:

1 Documents on 2 checks

APPROVED BY: PCM

3303 2704

THE ARTICLES OF AMENDMENT AND RESTATEMENT
OF
HAGERSTOWN NEWS DISTRIBUTORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 10, 1991 AT 11:02 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D0937953

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.

MAILED JUN 18 1991

RETURN TO:
GEBHARDT & SMITH
ATTN: LEE BENEDICT
9TH FLOOR
THE WORLD TRADE CENTER
BALTIMORE MD 21202

143C3041518

A 348940

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER. FOLIO.

AT5-060

962 Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

1-16-91 840a

A Maryland Close Corporation
Organized Pursuant to Title Four of
Corporations and Associations Article
of the Annotated Code of Maryland

ARTICLES OF INCORPORATION
OF
A.A.R.V.P., INC.

FIRST: I, M. Lynn Williams, whose post office address is 207 South Potomac Street, Hagerstown, Maryland 21740, and being at least Eighteen (18) years of age, hereby form a Corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation, which is hereafter called the "Corporation," is A.A.R.V.P., 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 acquire real property by purchase, lease or otherwise, to erect, repair, and maintain hotel and motel buildings, garages, and other structures thereon. To conduct a general hotel, motel, restaurant, and cafe business. To establish, maintain, and operate news stands, tobacco counters, novelty shops, theater ticket agencies, barber shops, hair-dressing and manicuring parlors, garages, tennis courts, and swimming pools.

(2) To erect, construct, establish, purchase, lease, and otherwise acquire, and to hold, use, equip, outfit, supply, service, maintain, operate, sell, and otherwise dispose of, restaurants, inns, taverns, cafes, cafeterias, grills, automats, buffets, diners, delicatessens, lunch rooms, coffee shops, luncheonettes, ice cream parlors, milk bars, candy stores, soda fountains, bakeries, kitchens, bars, saloons, cocktail lounges, banquet halls, catering establishments, concessions, and other eating and drinking places and establishments of every kind and description, and checkrooms, newsstands, and cigar, cigarette, and tobacco stands and stores, and generally to conduct the business of restauranteurs, caterers,

3302 1419
1016168

innkeepers, tobacconists, bakers, butchers, cooks, concessionaires, and purveyors, suppliers, preparers, servers and dispensers of food and drink; and to engage in all activities, to render all services, and to buy, sell, use, handle and deal in all fixtures, machinery, apparatus, equipment, accessories, tools, materials, products and merchandise incidental or related thereto, or of use therein.

To manufacture, produce, treat, purchase, and otherwise acquire, cook, bake, and otherwise prepare, can, bottle, and otherwise package, and exchange, distribute, sell, and otherwise dispose of, handle, market, store, import, export, deal and trade in and with confections, extracts, syrups, food, and food products of every kind and description, coffee, tea, cocoa, wines, liquors, ale, beer, sodas, and other drinks and beverages of every kind and description, ice cubes, crushed and block ice, cigars, cigarettes, tobacco, and smoking supplies; and products, books, newspapers, magazines, and other publications, and all similar, kindred, and allied articles, products, and merchandise.

(3) To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenue highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold, for investment or otherwise, use, and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(4) 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; and

(5) 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

3302 1420

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 expressed, and subject in all particulars to the limitations relative to corporations which are contained in the general laws of this State; and

(6) 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 16 North Prospect Street, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Babubhai K. Patel, 16 North Prospect Street, Hagerstown, Maryland 21740. The Resident Agent is an individual actually residing in this State.

SIXTH: The total number of shares of Capital Stock which the Corporation has authority to issue is One Thousand (1,000) shares of Common Stock, without par value.

SEVENTH: The number of Directors shall be One (1) which number may be increased or decreased pursuant to the By-Laws of the Corporation. The Director of the Corporation shall be Babubhai K. Patel.

EIGHTH: The Corporation shall have the power to indemnify, by express provision in its By-Laws, by Agreement or by majority vote of its stockholders, 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, 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.

NINTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15th day of January, 1991, and I acknowledge the same to be my act and deed.

M. Lynn Williams

M. Lynn Williams
Incorporator

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02MA BUSINESS CODE 03 COUNTY 71

____ P.A. ____ Religious ✓ Close ✓ Stock ____ Non stock

Merging (Transferor) ____ Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

Name Change
(New Name) ____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: M Lynn Williams
Weber, Nairn
207 S. Potomac St
Hagerstown Md
21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

3702 1423

APPROVED BY: JS

ARTICLES OF INCORPORATION
OF
A.A.R.V.P., INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 16, 1991 AT 8:40 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3150851

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.

MAILED JUN 18 1991

RETURN TO:
URNER, NAIRN & BARTON
ATTN: M. LYNN WILLIAMS
207 S. POTOMAC ST.
HAGERSTOWN MD 21740

139C3040981

A 348245

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3302 1418
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

EDWARD N. BUTTON
ATTORNEY AT LAW
44 North Potomac St.
Suite 104
Hagerstown, Maryland 21740

(301) 739-4860

EDWARD N. BUTTON
Attorney at Law

DEBORAH A. PIFER
Legal Assistant

January 2, 1990

Board of Directors of
Beverly Hills Weight Loss Clinic of
Hagerstown, Inc.
623 Dual Highway
Hagerstown, MD 21740

Gentlemen:

The undersigned, Edward N. Button, hereby resigns as Resident Agent of Beverly Hills Weight Loss Clinic of Hagerstown, Inc. effective January 7, 1991.

Very truly yours,

Edward N. Button

ENB/bkh

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR PAYMENT
1/16/91 at 3:13 p.m.
10178003

968

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 801
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE _____ BUSINESS CODE _____ COUNTY 71

D2506608 ___ P.A. ___ Religious ___ Close ___ Stock ___ Nonstoc

Merging (Transferor) _____

Surviving (Transferee) _____ [redacted]

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70	$10.00	Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change (New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address [redacted]
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: _____
Edward N Button P.A.
44 North Potomac Street [redacted]
Suite 104
Hagerstown Md 21740

TOTAL FEES $10.00

3302 1399

1 Check ____ Cash

NOTE:

1 Documents on 1 checks

APPROVED BY: ___ RMC

RESIGNATION OF RESIDENT AGENT
OF
BEVERLY HILLS WEIGHT LOSS CLINIC OF HAGERSTOWN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 16, 1991 AT 3:13 O'CLOCK P. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 10.00	$

D2506608

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.

MAILED JUN 18 1991

RETURN TO:
EDWARD N. BUTTON, P.A.
44 N. POTOMAC STREET, STE. 104
HAGERSTOWN MD 21740

138C3040972

A 348231

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS 3302 1386
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

AT5-060

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENT
AND TAXATION
APPROVED FOR RECORD
1-23-91 at 10:35 a.m.

ARTICLES OF INCORPORATION
OF
FLOUR POWER, INC.

THIS IS TO CERTIFY:

FIRST: That I, the subscriber, ROBERT E. REIVER, whose post office address is 6000 Executive Boulevard, Suite 501, Rockville, Maryland 20852, being of full legal age, do under and by virtue of the General Laws of the State of Maryland authorizing the formation of corporations, present these Articles of Incorporation to the State Department of Assessments and Taxation, with the intention of forming a close corporation, as the same is defined by Section 4-101 of the Corporations and Association Volume, of the Annotated Code of Maryland.

SECOND: That the name of the Corporation (which is hereinafter called the "Corporation") is:

FLOUR POWER, INC.
(A Close Corporation)

THIRD: The purposes for which the Corporation is formed are as follows:

(a) To engage in the business of operating a restaurant, sandwich shop and eating establishment serving all forms and types of food, including alcoholic beverages for on and/or off sale consumption.

(b) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in the State is 4 N. Main Street, Boonesboro, Maryland 21713. The resident agent of the Corporation is George W. Banville, whose post office address is 4 N. Main Street, Boonesboro, Maryland 21713. Said resident agent is an individual actually residing in this State.

FIFTH: The total number of shares of stock which the Corporation has authority to issue is 10,000 shares of par value of $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 $10,000.00.

SIXTH: After completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one (1) Director, whose name is George W. Banville.

SEVENTH: The duration of the Corporation shall be perpetual.

1991 JAN 23 A 10:3

LAW OFFICES
LeVINE & JENKINS, P.A.
E 501 WILLCO BUILDING
EXECUTIVE BOULEVARD
VILLE, MARYLAND 20852
TELEPHONE 468-2015
AREA CODE 301

3303 1333

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 threat, pending or completed action, suit or proceeding whether civil, criminal, administrative investigative by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation against expenses, including reasonable attorney's fees, fines, judgments, and amounts paid at settlement, actually and reasonably incurred by him in connection with suit 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 interest of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledged the same to be my act on this 21 day of January, 1991.

WITNESS _____ ROBERT E. REIVER _____ (SEAL)

LAW OFFICES
REIVER, LeVINE & JENKINS, P.A.
SUITE 501 WILLCO BUILDING
EXECUTIVE BOULEVARD
ROCKVILLE, MARYLAND 20852

TELEPHONE 468-2015
AREA CODE 301

972

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

#_____ ___ P.A. ___ Religious ✓ Close ✓ Stock ___ Nonstock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
___		Other _____
		Other _____

Name Change
(New Name) _____

___ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Robert E. Reiver

MAIL TO ADDRESS: Reiver
Levine & Jenkins, P.A.
Suite 501
Willco Building
6000 Executive Blvd
Rockville, Md 20852

TOTAL FEES 40

✓ Check ___ Cash

NOTE:

_____ Documents on _____ checks

3303 1335

APPROVED BY: JmT

ARTICLES OF INCORPORATION
OF
FLOUR POWER, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 23, 1991 AT 10:35 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3152816

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.

MAILED JUN 18 1991

RETURN TO:
REIVER, LEVINE & JENKINS, P.A.
ATTN: ROBERT E. REIVER
WILLCO BUILDING
6000 EXECUTIVE BLVD., STE. 501
ROCKVILLE MD 20852

141C3041260

A 348586

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3303 1232

AT5-060

Received for Record March 15, 1991 at 10:15 a.m.
Corporation Record Liber 43

MCELROY ENTERPRISES, INC.

ARTICLES OF INCORPORATION

STATE DEPA
APPROVED FOR RECORD
1/25/91 at 10:26

FIRST: The undersigned, E. Kenneth Grove, Jr., whose post office address is 82 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 McElroy Enterprises, Inc.

THIRD: The purposes for which the Corporation is formed are as follows:

1. To acquire, organize, manage, sell, invest in and otherwise deal with various commercial and business activities, ventures, oppurtunities, and assets represented thereby including but not limited to real property and personal property (both tangible as well as intangible).

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.

1991 JAN 25 AM 10 26

FOURTH: The post office address of the principal office of the Corporation in Maryland is 18411 Manor Church Road, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in Maryland is Benedict R. McElroy, 18411 Manor Church Road, Boonsboro, Maryland 21713. Said Resident Agent is an individual actually residing in Maryland.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue is ten thousand (10,000) shares of common stock, at no 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 three, except that:

(1) If there is no stock outstanding, the member 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:

Linda J. McElroy
Benedict R. McElroy

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.

2202 2363

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 23rd day of January, 1991.

WITNESS:

Linda L. Punt

E. Kenneth Grove, Jr.

E. Kenneth Grove, Jr.

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10	30	Expedited Fee
20	40	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 90

✓ Check ____ Cash

1 Documents on 2 checks

APPROVED BY: PCM

Name Change (New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code 162

ATTENTION: Helen

MAIL TO ADDRESS: _____

NOTE:

ARTICLES OF INCORPORATION
OF
MCELROY ENTERPRISES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 25, 1991 AT 10:26 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 40.00	$ 20.00	$

D3154341

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.

MAILED JUN 18 1991

RETURN TO:
HYLIND INFO QUEST
ATTN: HELEN
307 DOLPHIN ST.
BALTIMORE MD 21217

143C3041464

A 348895

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3303 2361

Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

ANTIETAM RADIO ASSOCIATION, INC.

ARTICLES OF REVIVAL

ARTICLES ACCEPTED AND RECORDED
APPROVED FOR RECORD
2/8/91 at 9:59 m.

THIS IS TO CERTIFY:

1. The name of the Corporation at the time the Charter was forfeited was Antietam Radio Association, Inc.

2. The name which the Corporation will use after revival is Antietam Radio Association, Inc.

3. The name and address of the resident agent of the Corporation is:

Joyce M. Drager
905 Fairview Road
Hagerstown, MD 21740.

4. These Articles of Revival are for the purpose of reviving the Charter of the Corporation.

5. 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, as required by applicable law; and

(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.

6. The address of the principal office of the Corporation in this state is:

905 Fairview Road
Hagerstown, MD 21740.

2-3

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,

[redacted]

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.

WITNESS:

William C. Weber — William L. Drager (SEAL)
William L. Drager

William C. Weber — Donald C. Marsden (SEAL)
Donald C. Marsden

William C. Weber — Jerry P. Metz (SEAL)
Jerry P. Metz

I, Joyce M. Drager, Treasurer of Antietam Radio Association, 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; and I certify under the penalties of perjury, that the matters and facts set forth herein are true in all material respects to the best of my knowledge, information and belief.

Joyce M. Drager
Joyce M. Drager, Treasurer

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 18 MA

BUSINESS CODE ____ COUNTY 71

D 3123320 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66	20	Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	10	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 30

Name Change (New Name) ____

- ✓ Change of Name
- ✓ Change of Principal Office
- ✓ Change of Resident Agent
- ✓ Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Antietam Radio Assn. Inc.
905 Fairview Rd.
Hagerstown, Md. 21740

✓ Check ____ Cash

____ Documents on ____ checks

APPROVED BY: SMJ

NOTE: 1988, 1989 and 1990 filed

THE ARTICLES OF REVIVAL
OF
ANTIETAM RADIO ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 8, 1991 AT 9:59 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 10.00

D3123320

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.

MAILED JUN 18 1991

RETURN TO:
ANTIETAM ROAD ASSN., INC.
905 FAIRVIEW ROAD
HAGERSTOWN MD 21740

160C3041747

A 350820

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3310 0965

Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2/11/91 at 2:23 .m.

CUSHWA BRICK, INC.

ARTICLES OF AMENDMENT

Cushwa Brick, Inc., a Maryland corporation, having its principal office in Washington County, Maryland (which is hereinafter called the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland ("SDAT") that:

FIRST: The Charter of the Corporation, filed with the State Tax Commission of Maryland, predecessor to the SDAT, on January 31, 1931, is hereby amended as follows:

A new Article, Article EIGHTH is hereby added to the Charter to read as follows:

EIGHTH: The Corporation shall indemnify (A) its directors and officers, whether serving the Corporation or at its request any other entity, to the full extent required or permitted by the General Laws of the State of Maryland now or hereafter in force, including the advance of expenses under the procedures and to the full extent permitted by law and (B) other employees and agents to such extent as shall be authorized by the Board of Directors or the Corporation's By-Laws and be permitted by law. The foregoing rights of indemnification shall not be exclusive of any other rights to which those seeking indemnification may be entitled. The Board of Directors may take such action as is necessary to carry out these indemnification provisions and is expressly empowered to adopt, approve and amend from time to time such by-laws, resolutions or contracts implementing such provisions or such further indemnification arrangements as may be permitted by law. No amendment of the charter of the Corporation shall limit or eliminate the right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

To the fullest extent permitted by Maryland statutory or decisional law, as amended or interpreted, no director or officer of this Corporation shall be personally liable to the Corporation or its stockholders for money damages. No

'91 FEB 11 PM 2 28

1773y:01/02/91
14551-4

amendment of the charter of the Corporation or repeal of any of its provisions shall limit or eliminate the benefits provided to directors and officers under this provision with respect to any act or omission which occurred prior to such amendment or repeal.

SECOND: The foregoing amendment to the Charter has been advised by the entire Board of Directors and approved by the sole stockholder of the Corporation.

IN WITNESS WHEREOF, Cushwa Brick, Inc., has caused these presents to be signed in its name and on its behalf by its President and witnessed by its Secretary on 1/24/91.

WITNESS:

Secretary

CUSHWA BRICK, INC.

John A. Latimer, III
President

THE UNDERSIGNED, President of Cushwa Brick, Inc., who executed on behalf of the Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

John A. Latimer, III
President

1308 1932

1773y:01/21/91
14551-4

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09 OR BUSINESS CODE ____ COUNTY 71

D0226266 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and ____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES ____

Name Change
(New Name) ____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code 046

ATTENTION: Cathy Morrison

MAIL TO ADDRESS: ____

20 Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: A

ARTICLES OF AMENDMENT
OF
CUSHWA BRICK, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 11, 1991 AT 2:23 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	$

D0226266

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.

ENTERED JUN 18 1991

RETURN TO:
NILES, BARTON & WILMER
PATTY MORRISCN
111 SOUTH CALVERT ST. #1400
BALTIMORE MD 21202

156C3041255

A 350361

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3309 1930

Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

PERFORMANCE BOATS, INC.

02-13-91 9:25Am.

ARTICLES OF INCORPORATION

FIRST: I, DIXIE C. NEWHOUSE, whose post office address is 82 West Washington Street, 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

PERFORMANCE BOATS, INC.

THIRD: The 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 1, Box 254, Boonsboro, Maryland 21713. The name and post office address of the Resident Agent of the Corporation in this State is Creager & Newhouse, P.A., 82 West Washington Street, Hagerstown, MD 21740. Said Resident Agent is a Maryland Corporation.

FIFTH: The total number of shares of capital stock which the Corporation has authority to issue will be Five Thousand (5,000) shares of Common Stock, without par value.

SIXTH: The number of directors of the Corporation shall be three (3), which number may be increased pursuant to the By Laws of the Corporation, but shall never be less than three (3), provided that:

(1) If there is no stock outstanding, the number of Directors may be less than three but not less than one; and

(2) If there is stock outstanding and so long as there are less than three stockholders, the number of directors may be less than three, but not less than the number of stockholders.

The names of the directors who shall act until the first annual meeting or until their successors are duly chosen and qualified are Raymond L. Jansson and Carmella J. Jasson.

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.

1991 FEB 13 A 9:25

EIGHTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the corporation and of the directors and stockholders thereof:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, convertible securities, whether now or hereafter authorized for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(2) The Board of Directors may classify or reclassify any unissued shares by fixing or altering 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 not authorized, approved or ratified in one of the ways provided for in this subsection, the person asserting the validity of the contract of transaction bears burden of providing 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 there by 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 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 attorney's fees), judgments, fines and amounts paid in settlement actually

and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding by judgment, order, settlement, convection, 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 the reason of the fact that he 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 of other enterprise, against expenses (including attorney's 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 reasonable 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 these premises, shall determine upon application that, despite the adjudication of the 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 a 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 attorney's fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph 4 of this Article 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 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 12th day of February, 1991, and I acknowledge the same to be my act.

WITNESS:

Barbara J. Wilber

Dixie C. Newhouse

992

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Dixie C. Newhouse, ESQ.

MAIL TO ADDRESS: Creager + Newhouse
Ste. 200
Bryan Centre
82 W. Washington St.
Hagerstown, Md. 21740-4804

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: MH

1209 1770

ARTICLES OF INCORPORATION
OF
PERFORMACE BOATS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 13, 1991 AT 9:25 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3164357

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.

JUN 18 1991

RETURN TO:
CREAGER & NEWHOUSE, P.A.
ATTN: DIXIE C. NEWHOUSE, ESQ.
82 WEST WASHINGTON ST.
BRYAN CENTRE, SUITE 200
HAGERSTOWN MD 21740 4804

156C3041211

A 350164

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

2708 1764

AT5 060

Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2-11-91 at 9:27 a.m.

M & L BUILDERS, INC.

(A Close Corporation Under Title 4 of Corporation and Association Article)

ARTICLES OF INCORPORATION

1. Incorporators. The undersigned, Gregory L. Coffman of 346 Lanafield Circle, Boonsboro, Maryland 21713, and Robert E. Smith, of Route 1, Box 258-D, Hagerstown, Maryland 21740, each being at least 21 years of age, do hereby form a corporation under the general laws of the State of Maryland.

2. Name. The name of the corporation, hereinafter called the Corporation, is M & L. Builders, Inc.

3. Close Corporation. The Corporation shall be a close corporation as authorized by Title 4 of the Corporation and Association Article of the Annotated Code of Maryland.

4. Purposes. The purposes for which the Corporation is formed are as follows:

1991 FEB 11 A 9:27

a) To engage in the business of erecting or altering, under contract or otherwise, houses, churches, school houses, office buildings, manufacturing plants, public buildings, and all other buildings of whatever name or nature; to make estimates on and bid for the construction of such buildings and to do every act and thing commonly done by building contractors; to buy and sell building materials and to enter into contracts for the wrecking of buildings.

b) To acquire by purchase, lease, or otherwise and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds. To buy, sell, mortgage, exchange, lease, let, hold for investment or otherwise, use, and

operate real estate of all kinds, improved or unimproved, and any right or interest therein.

c) To engage in any lawful act or activity for which corporations may be organized under the corporation law of Maryland.

5. Registered Agent Address. The post office address of the principal office of the Corporation in Maryland is 346 Lanafield Circle, Boonsboro, Maryland 21713. The name and post office address of the resident agent of the Corporation in Maryland are Gregory L. Coffman, 346 Lanafield Circle, Boonsboro, Maryland 21713. Such resident agent is a citizen of the State of Maryland and actually resides therein.

6. Capital Stock. The total number of shares of stock which the Corporation has authority to issue is 500 shares without par value, all of one class.

7. Election to Have No Board of Directors. After the completion of the organizational meeting of the director and the issuance of one or more shares of stock of the Corporation, the Corporation shall have no Board of Directors. Until such time, the Corporation shall have one Director whose name is Gregory L. Coffman.

8. Officers. The officers of the Corporation shall be as follows, until a regular election can be held at the annual meeting, as provided in the By-Laws:

(1) President - Gregory L. Coffman

(2) Secretary-Treasurer - Bonny S. Coffman

9. Duration. The duration of the Corporation shall be perpetual.

10. Capital. The authorized capitalization of the Corporation shall be One Hundred Thousand ($100,000.00) Dollars.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation

this 8th day of February, A.D., 1991.

WITNESS:

Janice S. Dickinson

Gregory L. Coffman (SEAL)
Gregory L. Coffman

Janice S. Dickinson

Robert E. Smith (SEAL)
Robert E. Smith

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 8th day of February, A.D., 1991, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Gregory L. Coffman, proven to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Janice S. Dickinson
Notary Public

My Commission Expires: 5-1-92

STATE OF MARYLAND, WASHINGTON COUNTY, To-Wit:-

I HEREBY CERTIFY, That on this 8th day of February A.D., 1991, before me, the undersigned, a Notary Public in and for the State and County aforesaid, personally appeared Robert E. Smith, proven to me to be the person whose name is subscribed to the aforegoing Articles of Incorporation, who did acknowledge that he executed the same for the purposes therein contained.

WITNESS my hand and official Notarial Seal.

Janice S. Dickinson
Notary Public

My Commission Expires: 5-1-92

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 BUSINESS CODE 03 COUNTY 71

#_____ ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Non stock

Merging
(Transferor) _____

Surviving
(Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Robert B. Stone

MAIL TO ADDRESS: Miller & Stone
120 North Potomac St.
Hagerstown, Md 21740

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: MSL

998

ARTICLES OF INCORPORATION
OF
M & L BUILDERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 11, 1991 AT 9:27 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3162963

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.

MAILED JUN 10 1991

RETURN TO:
MILLER & STONE
ATTN: ROBERT B. STONE
120 NORTH POTOMAC ST.
HAGERSTOWN MD 21740

155C3041072

A 350038

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3308 0993

Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

AND TAXATION
APPROVED FOR RECORD
2-4-91 at 10:04 A.M. m.

NATIONAL PIKE PRINTING, INC.

ARTICLES OF INCORPORATION

FIRST: I, Roy A. Sylvester, whose post office address is Route 2, Box 178B, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

NATIONAL PIKE PRINTING, INC.

THIRD: The purposes for which the Corporation is formed are:

1. To own and carry on the business of a printing 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 2, Box 178B, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Roy A. Sylvester, Route 2, Box 178B, 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 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:

Roy A. Sylvester

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one (1) or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers,

restrictions and qualifications of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing, shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the General Laws of the State of Maryland now or hereafter in force.

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 17 day of January, 1991, and I acknowledge the same to be my act.

WITNESS:

(SEAL)
Roy A. Sylvester

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02V BUSINESS CODE 03 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Not stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
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51		Foreign Name Registration
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54		For. Supplemental Cert.
53		Foreign Resolution
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71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

Name Change (New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Michael G. Day

MAIL TO ADDRESS: Day & Schneider, P.A.
Ste. 300
120 West Washington St.
Hagerstown, Md. 21740

✓ Check ____ Cash

NOTE:

2 Documents on 1 checks

APPROVED BY: _____

3308 0879

ARTICLES OF INCORPORATION
OF
NATIONAL PIKE PRINTING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 4, 1991 AT 10:04 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3162724

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.

JUN 18 1991

RETURN TO:
DAY & SCHNEIDER, P.A.
ATTN: MICHAEL G. DAY
120 WEST WASHINGTON STREET
HAGERSTOWN MD 21740

155C3041048

A 350024

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3308 0874

Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
2/8/91 at 9:13 A.m.

ARTICLES OF INCORPORATION OF
WILLIAM A. STRAHL & SON, INCORPORATED
(a close corporation)

The undersigned, William A. Strahl, III, whose post office address is 20016 Peartree Lane, Knoxville, Maryland 21758, being at least eighteen (18) years of age, do hereby form a corporation under the general laws of the State of Maryland.

ARTICLE I - NAME

The name of the corporation is William A. Strahl & Son, Incorporated.

ARTICLE II

This corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article.

ARTICLE III - DURATION

The duration of this corporation is perpetual.

ARTICLE IV - PURPOSES

The purposes for which this corporation is organized are:

a. To engage in the business of designing, remodeling and/or making alterations to commercial and residential dwellings.

b. To acquire by purchase, exchange, gift, bequest, subscription or otherwise, and to hold, own, mortgage, pledge, hypothecate, sell, assign, transfer, exchange or otherwise dispose of or deal in or with its own corporate securities or stock or other securities, including without limitations, any shares of stock, bonds, debentures, notes, mortgages, or other obligations, and any certificates, receipts or other instruments representing rights or interests therein or any property or assets created or issued by any person, firm, association or corporation, or any government or subdivisions, agencies or instrumentalities thereof; to make payment therefor in any lawful manner or to

1991 FEB -8 A 9:13

ENTERED
WITHDRAWN
LIBER RECORD
1991

ARTICLE VII - INDEMNIFICATION

The corporation shall have the authority to indemnify directors, officers, employees and agents to the full extent permissible under Maryland law.

ARTICLE VIII - AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of all of the members entitled to vote on each such amendment.

ARTICLE IX - PRINCIPAL OFFICE AND AGENT

The post office address of the principal office of the corporation in Maryland is 20016 Peartree Lane, Washington County, Knoxvile, Maryland 21758. The name and post office address of the resident agent of the corporation in Maryland is William A. Strhal, III, 20016 Peartree Lane, Washington County, Knoxville, Maryland 21758.

ARTICLE X - DIRECTORS

After the completion of the organizational meeting of the director(s) and the issuance of one or more shares of stock of the corporation, the corporation shall have no board of directors. Until such time, the corporation shall have one (1) director whose name is William A. Strahl, III.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on the 4th day of February, 1991, and acknowledge the same to be my act and deed.

William A. Strahl, III

issue in exchange therefor its own securities or to use its unrestricted and unreserved earned surplus for the purchase of its own shares, and to exercise as owner or holder of any securities, any and all rights, powers and privileges in respect thereof.

c. To do each and every thing 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 conductive to or expedient for protection or benefit of this corporation, and to do said acts as fully and to the same extent a natural person 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 IV shall be regarded as independent purposes and powers. The nature of the business and the objections and purposes to be transacted, promoted or carried on by the corporation are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Maryland.

ARTICLE V - STOCK

The total number of shares of capital stock which the corporation has authority to issue is One Thousand (1,000) shares of common stock with One Cent ($0.01) per share par value, and shall be only one class of common stock. The stock shall be issued to meet the requirements of Section 1244 of the Internal Revenue Code of the United States.

ARTICLE VI - PREEMPTIVE RIGHTS

Shareholders shall not have preemptive rights to acquire unissued shares of the stock of this corporation.

1008

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MN BUSINESS CODE 03 COUNTY 71

#_____ ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: ~~Diana A. Barrett~~

MAIL TO ADDRESS: ~~Hughes Cathing~~
William A. Strahl, III
20016 Peartree Lane
Knoxville, MD
21758

TOTAL FEES 40

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: SMS

3303 0901

ARTICLES OF INCORPORATION
OF
WILLIAM A. STRAHL & SON, INCORPORATED

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 8, 1991 AT 9:13 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3162609

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.

JUN 18 1991

RETURN TO:
WILLIAM A. STRAHL, III.
20016 PEARTREE LANE
KNOXVILLE MD 21758

155C3041036

A 350012

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3309 0797

AT5-060

1010 Received for Record May 20 , 1991, at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD
2/5/91 at 8:45a

BRIDGE TAVERN INC., - D-1888080
ARTICLES OF DISSOLUTION

FIRST: THE NAME OF THE CORPORATION IS BRIDGE TAVERN INC.

SECOND: THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 806 WASHINGTON AVE, HAGERSTOWN, MARYLAND 21740.

THIRD: THE NAME AND ADDRESS OF A RESIDENT AGENT OF THE CORPORATION WHO SHALL SERVE FOR ONE YEAR AFTER DISSOLUTION AND UNTIL THE AFFAIRS OF THE CORPORATION ARE WOUND UP ARE RONALD L. SOCKS, 806 WASHINGTON AVENUE, HAGERSTOWN, MARYLAND 21740.

FOURTH: THE NAME AND ADDRESS OF EACH OF THE DIRECTORS IS AS FOLLOWS:
RONALD L. SOCKS, 806 WASHINGTON AVE, HAGERSTOWN, MD 21740
ESTHER V. SOCKS, 806 WASHINGTON AVE, HAGERSTOWN, MD 21740

FIFTH: THE NAME, TITLE, AND POST OFFICE ADDRESS OF EACH OF THE OFFICERS IS AS FOLLOWS:

NAME	TITLE	ADDRESS
RONALD L SOCKS	PRESIDENT	806 WASHINGTON AVE, HAGERSTOWN, MD 21740
ESTHER V SOCKS	SEC/TREASURER	806 WASHINGTON AVE HAGERSTOWN MD 21740

SIXTH: THE DISSOLUTION OF THE CORPORATION WAS APPROVED IN THE MANNER AND BY THE VOTE REQUIRED BY LAW AND BY THE CHARTER OF THE CORPORATION. THE DISSOLUTION OF THE CORPORATION WAS DULY AUTHORIZED BY THE BOARD OF DIRECTORS AND STOCKHOLDERS OF THE CORPORATION.

SEVENTH: THE CORPORATION HAS NO KNOWN CREDITORS.

EIGHTH: BRIDGE TAVERN INC., IS HEREBY DISSOLVED.

THE UNDERSIGNED CERTIFY UNDER THE PENALTIES OF PERJURY THAT TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF, THE MATTERS AND FACTS SET FORTH IN THESE ARTICLES OF DISSOLUTION WITH RESPECT TO THE APPROVAL THEREOF ARE TRUE IN ALL MATERIAL RESPECTS.

ATTEST:

Ronald Lee Socks
RONALD L. SOCKS
PRESIDENT

Esther V. Socks
ESTHER V SOCKS
SECRETARY

1986286

[redacted] A 8:45 1991 JAN 18 A 9:28

7307 0209

BOARD OF DIRECTORS MEETING
BRIDGE TAVERN INC D-1888080
806 WASHINGTON AVE
HAGERSTOWN MD 21740

24 DECEMBER 1989

]. THE MEETING WAS CALLED TO ORDER BY RONALD L SOCKS, PRESIDENT.

2. THOSE PRESENT WERE RONALD L. SOCKS, PRESIDENT, AND ESTHER V. SOCKS SECRETARY/TREASURER.

3. RONALD L. SOCKS MOVED THAT ARTICLES OF DISSOLUTION FOR BRIDGE TAVERN INC., BE FILED IMMEDIATELY. ESTHER V. SOCKS MADE THE SECOND MOTION TO FILE THE ARTICLES AND IT WAS SO MOVED.

4. ESTHER V. SOCKS MOVED TO ADJORN AND RONALD SOCKS SECONDED THE MOTION AND THE MEETING WAS ADJOURNED.

ATTEST:

Esther V. Socks
ESTHER V. SOCKS
SECRETARY
BRIDGE TAVERN INC.,
806 WASHINGTON AVE
HAGERSTOWN, MD 21740

3307 0305

1012

OFFICE OF
TODD L. HERSHEY
COUNTY TREASURER
COURT HOUSE ANNEX
HAGERSTOWN, MARYLAND 21740
Telephone (301) 791-3173
MARCOM 249-3173
VOICE/TTY (301) 791-3175

RONALD L. BOWERS
President
RICHARD E. ROULETTE
Vice President
R. LEE DOWNEY
LINDA C. IRVIN
MARTIN L. SNOOK

The Court House

SERVING WASHINGTON COUNTY SINCE 1873

February 1, 1991

BRIDGE TAVERN, INC.
Account # D-1888080

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

BRIDGE TAVERN, INC.

have been paid to and including the fiscal year July 1 1989 through June 30, 1990. The July 1, 1990 through June 30, 1991 bill will be abated.

Todd L. Hershey, Treas.

Todd L. Hershey
Treasurer for Washington
County, Maryland

MB

3307 021

The Town of Williamsport

MAYOR AND COUNCIL

WILLIAMSPORT · MARYLAND 21795

February 1, 1991

This is to certify that the taxes for the Bridge Tavern, Inc. have been paid up to date. The taxes have been paid to and including the fiscal year July 1, 1989 through June 30, 1990. The July 1, 1990 through June 30, 1991 is to be abated.

Donna K. Spickler

Donna K. Spickler, Tax Collector
Town of Williamsport, Maryland

1014

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 198 BUSINESS CODE ____ COUNTY 71

A 1888080 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65	20	Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75	30	Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and ____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 50

Name Change
(New Name) ____

____ Change of Name
____ Change of Principal Office
✓ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: Ronald Socks
806 Washington Ave
Hagerstown Md
21740

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: ____

7707 0212

THE ARTICLES OF DISSOLUTION
OF
BRIDGE TAVERN, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 5, 1991 AT 8:45 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$ 30.00

D1888080

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.

MAILED JUN 18 1991

RETURN TO:
RONALD SOCKS
806 WASHINGTON AVENUE
HAGERSTOWN MD 21740

151C3040519

A 349713

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3307 0207

AT5-060

Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

DICK SMITH'S CARPETS, INC.

02-04-91

A Maryland Close Corporation,
Organized Pursuant to Title 4 of the
Corporations and Associations Article of the
Annotated Code of Maryland

ARTICLES OF INCORPORATION

FIRST: I, Richard L. Smith, whose post office address is 274 Pinoak Lane 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 **DICK SMITH'S CARPETS, INC.**

THIRD: The Corporation shall be a close corporation as authorized by Title 4 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended.

FOURTH: The purposes for which the Corporation is formed are:

(1) To engage in the retail and/or whole sale business of marketing, selling, distributing and otherwise dealing in carpet, tile, wood, vinyl, ceramic and other floor covering as well as home furnishing; and to engage in any other lawful purpose and business incidental thereto.

(2) To distribute, sell and supply floor coverings of all types and kinds; and to buy, produce, trade in, and store all types of floor coverings.

(3) To enter into partnership, joint ventures, syndicates and other business associations for any lawful purpose, as general partner, limited partner or joint venture.

(4) To purchase, take, receive, lease or otherwise acquire, own, hold, use, improve, subdivide, manage, supervise, develop, appraise and otherwise deal in and with, and sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of land, real estate, real property, chattels real, and estates, interests, rights and equities of all kinds in lands and to engage in and carry on any other business which may conveniently be conducted in conjunction with any of the business of the corporation.

(5) To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time.

FIFTH: The post office address of the principal office of the Corporation in this State is 1423 Dual Highway, Suite 10, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation in this State is Richard L. Smith, 274 Pinoak Lane, Frederick, Maryland 21701. Said Resident Agent is an individual actually residing in this State.

LAW OFFICES
TZ & MARTZ, P.A.
CKHORSE SQUARE
5 W. PATRICK ST
DERICK, MD. 21701

SIXTH: The total number of shares of capital stock which the Corporation has authority to issue is Five Thousand (5000) shares of common stock without par value.

SEVENTH: The 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 L. Smith.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 31 day of January, 1991, and I acknowledge the same to be my act.

Richard L. Smith
Richard L. Smith

STATE OF MARYLAND, COUNTY OF FREDERICK, TO-WIT:

I HEREBY CERTIFY that on this 31st day of January, 1991, before me, the Subscriber, a Notary Public of the State of Maryland and County aforesaid, duly qualified and commissioned, personally appeared Richard L. Smith and did acknowledge the foregoing Articles of Incorporation to be his act.

WITNESS my hand and Notarial Seal.

Penny M. Rippeon
Penny M. Rippeon, Notary Public

My Commission expires: 8-1-94

LAW OFFICES
MARTZ & MARTZ, P.A.
BLACKHORSE SQUARE
115 W. PATRICK ST.
FREDERICK, MD. 21701

1018

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 M.N BUSINESS CODE 03 COUNTY 71

#_____ ____ P.A. ____ Religious ✓ Close ✓ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	29	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____
TOTAL FEES	49	

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Walter C. Martz, II, ESQ.

MAIL TO ADDRESS: Martz + Martz
Blacklaze Square
115 W. Patrick St.
Frederick, Md. 21701

____ Check ____ Cash

NOTE:

_____ Documents on _____ checks

APPROVED BY: MG

2306 1600

ARTICLES OF INCORPORATION
OF
DICK SMITH'S CARPETS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 4, 1991 AT 8:47 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITAEIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3159209

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.

JUN 18 1991

RETURN TO:
MARTZ & MARTZ
ATTN: WALTER C. MARTZ, II, ESQ.
115 W. PATRICK ST.
FREDERICK MD 21701

150C3040375

A 349588

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3306 1597

AT5-060

1020 Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR TRANSFER
02-04-91 10:04Am.

SCOKAT PROPERTIES, INC.

ARTICLES OF INCORPORATION

FIRST: I, Michael G. Day, whose post office address is 120 West Washington Street, Hagerstown, Maryland 21740, being at least eighteen (18) years of age, do hereby form a corporation under and by virtue of the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as "Corporation") is:

SCOKAT PROPERTIES, INC.

THIRD: The purposes for which the Corporation is formed are:

1. To own and carry on the business of property management.

2. To do anything permitted by Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland as amended from time to time.

FOURTH: The post office address of the principal office of the Corporation in this State is 66 Broadway, Hagerstown, Maryland 21740. The name and post office address of the Resident Agent of the Corporation is Michael G. Day, 120 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 three (3), which number may be increased or decreased pursuant to

10:04 MAY 20 1991

PAGE 1577

the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

The name of the Director who shall act until the first annual meeting or until his successor is duly chosen and qualified is:

Michael G. Day

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the Directors and Stockholders:

1. The Board of Directors of the Corporation is hereby empowered to authorize the issuance, from time to time, of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized.

2. The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one (1) or more respects, from time to time, before issuance of such shares, the preferences, rights, voting powers, restrictions and qualifications of, the dividends on, the times

2306 1572

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 25th day of January, 1991, and I acknowledge the same to be my act.

WITNESS:

Michael G. Day (SEAL)

3306 1580

1024

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 02 MA BUSINESS CODE 03 COUNTY 21

#_____ ____ P.A. ____ Religious ____ Close ✓ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: Michael G. Day, Esq.

MAIL TO ADDRESS: Day & Schneider
Ste. 300
120 W. Washington St
Hagerstown, Md. 21740

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

3306 1581

APPROVED BY: [illegible]

ARTICLES OF INCORPORATION
OF
SCOKAT PROPERTIES, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 4, 1991 AT 10:04 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3159167

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.

MAILED JUN 18 1991

RETURN TO:
DAY & SCHNEIDER
ATTN: MICHAEL G. DAY, ESQ.
120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

150C3040371

A 349584

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3206 1576

AT5-060

Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

2-4-91 9:36a

WESTERN MARYLAND CENTER AUXILIARY, INC.

ARTICLES OF AMENDMENT

The Western Maryland Center Auxiliary, Inc., a Maryland Corporation, having its principal office at 1500 Pennsylvania Avenue, Hagerstown, Maryland, (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"), that:

FIRST: The Charter of the Corporation is hereby amended by striking Article 3 and substituting in lieu thereof the following:

THIRD: The purposes for which the corporation/organization is formed are exclusively for charitable, religious, educational and scientific purposes, including for such purposes, the making of distributions to organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future Federal tax code.)

SECOND: The Charter of the Corporation is hereby amended by striking Articles 5 and substituting in lieu thereof the following:

TYDER & POOLE, PA ATTORNEYS AT LAW
ERSTOWN, MARYLAND
EDERICK, MARYLAND

FIFTH: No part of the net earnings of the corporation/organization shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the corporation/organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501(c)(3) purposes. No substantial part of the activities of the corporation/organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation/organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

FOURTH: The Charter of the Corporation is hereby amended by striking Article 6 and substituting in lieu thereof the following:

SIXTH: Upon the dissolution of this corporation/organization assets shall be distributed for one or more exempt purposes within the meaning of Section 501

(c)(3) of the Internal Revenue Code, or corresponding section of the Federal government, or to a state or local government, for a public purpose.

FIFTH: 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 approved said amendments. There are no voting members of the corporation other than the members of the Board of Directors.

IN WITNESS WHEREOF, The Western Maryland Center Auxiliary, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 30th day of January, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of The Western Maryland Center Auxiliary, Inc., and under penalties of perjury, the matters and facts set forth herein with respect to authorization and approval are true in all material respects to the best of her knowledge, information and belief.

ATTEST:

June Price

June Pricer,
Secretary

WESTERN MARYLAND CENTER
AUXILIARY, INC.

By: Pansy Boone

Pansy Boone,
President

CORPORATE SEAL:

1304 1599

1030

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09MA BUSINESS CODE ____ COUNTY 71

D2798320 ___ P.A. ___ Religious ___ Close ___ Stock ___ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		____ Certified Copy ____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 20

Name Change (New Name) ____

- ____ Change of Name
- ____ Change of Principal Office
- ____ Change of Resident Agent
- ____ Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change ____

Code ____

ATTENTION: ____

MAIL TO ADDRESS: M. E. Snyder Jr
28 Jonathan St
Hagerstown Md
21740

✓ Check ___ Cash

NOTE:

___ Documents on ___ checks

APPROVED BY: gxs

3206 1530

ARTICLES OF AMENDMENT
OF
WESTERN MARYLAND CENTER AUXILIARY, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 4, 1991 AT 9:36 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D2798320

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.

JUN 18 1991

RETURN TO:
G. E. SNYDER, JR.
28 JONATHAN STREET
HAGERSTOWN MD 21740

149C3040358

A 349563

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3306 1525

AT5 060

1032 Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

2-4-91 9:35a

ARTICLES OF AMENDMENT
FOR
TRI-STATE ROOFING AND SIDING, INC.

Tri-State Roofing and Siding, Inc., a Maryland Corporation, having its principal office at 950 Commonwealth Avenue, 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 deletion of Article FIFTH in its entirety and substituting in lieu thereof the following:

FIFTH: The number of Directors of the Corporation shall be three (3), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3), provided that:

1. If there is no stock outstanding, the number of Directors may be less than three (3) but not less than one (1); and

2. If there is stock outstanding and so long as there are less than three (3) Stockholders, the number of Directors may be less than three (3), but not less than the number of Stockholders.

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408 (c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Board of Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the stockholders of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of Annotated Code of Maryland, the stockholders of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, Tri-State Roofing and Siding, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 31st day of December, 1991, and its President acknowledges that these Articles of Amendment are the act and deed of Tri-State Roofing and Siding, 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: TRI-STATE ROOFING AND SIDING, INC.

Rhonda J. Parker
Secretary

BY: Jeffrey L. Parker
President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09MA BUSINESS CODE _____ COUNTY 71

D0213009 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 20

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Michael Day
#300
120 W. Washington St
Hagerstown Md
21740

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

APPROVED BY: JS

3306 1511

1034

ARTICLES OF AMENDMENT
OF
TRI-STATE ROOFING AND SIDING, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND FEBRUARY 4, 1991 AT 9:35 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0213009

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.

MAILED JUN 18 1991

RETURN TO:
MICHAEL DAY
STE. 300, 120 W. WASHINGTON ST.
HAGERSTOWN MD 21740

149C3040356

A 349561

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO. 3306 1509

060

Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

1991 JAN 28 A 8:44

1-28-91 8:44am

ARTICLES OF INCORPORATION

OF

ELDER LOVE: SUPPORT GROUP FOR CAREGIVERS, INC.

THIS IS TO CERTIFY:

That I, Martha Talton whose Post Office address is Route 11, Box 157, Hagerstown, Maryland 21740, and Roberta Niklewski being at least eighteen (18) years of age, are hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

Article I - Name

The name of the corporation (which is hereinafter called the "Corporation") is Elder Love: Support Group for Caregivers, Inc.

Article II - Purposes

(1) The purpose of this organization shall be to provide emotional support and practical information to individuals caring for their aging relatives.

(2) Operating without profit, and so that no part of its net earnings or assets shall ever be distributed as a dividend or inure to the benefit to any private shareholder or individual, to support by means of donations, educational programs, and other events, including, but not limited to fund raising events. The purpose of the Corporation is to:

·Provide emotional support through sharing of experiences.

3305 1707
102801C3

•Provide information on the aging process and other topics with speakers, films, etc.

•Encourage active participation by all group members.

•Provide a referral network to obtain help when needed.

•Provide a source of respite care.

•Share knowledge of community resources.

•Meet regularly at a time and place convenient for participants for approximately one and one-half hours.

•Assist in organizing new Elder Love Support Groups.

(3) To enter into, perform and carry out contracts of any kind necessary to, or in connection with, or incidental to the accomplishment of any one or more of the purposes of the Corporation.

(4) To register, own and protect, the trade-name of "Elder Love: Support Group for Caregivers, Inc." or such other trade-name or designations as are appropriate for such organization.

(5) To rent, acquire in any manner for use, or own, maintain and operate, a place or places suitable for such events, and to do all things necessary and proper to accomplish the educational purposes slated herein.

(6) To effect all arrangements desirable and necessary for such support groups educational and fund raising activities.

(7) To engage in and carry on any other business which

3305 1704

may conveniently be conducted in conjunction with any of the business of the Corporation. To solicit, accept, hold and administer contributions received by deed, gift, will, ordinance, statute grant or otherwise, either in trust or otherwise; to own, hold, operate and administer real and personal property, and generally to do all things necessary and proper to accomplish the purposes hereinabove stated and permitted to like non-profit corporations by law.

(8) The Corporation is organized exclusively for charitable, educational and support group purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors,officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of

3305 1705

statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding revision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(9) Provided, however, that no substantial part of the activities of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation, and it shall not participate or intervene (including the publishing or distributing of statements) in any political campaign in behalf of any candidate for public office.

(10) The Corporation shall not engage in any transaction prohibited by Section 503(c)(3) of the United States Internal Revenue Code as now enacted or as it may hereinafter be amended.

(11) The Corporation shall not engage in any transaction prohibited by Section 503(c) of the United States Internal Revenue code as now enacted or as it may hereinaf-

1705 1706

ter be amended.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance and not in limitation of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict any of the powers of the Corporation, except as otherwise hereinabove provided. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject to all particulars to the limitations relative to corporations which are contained in the General Laws of the State of Maryland.

Article III - Address and Resident Agent

The Post Office address of the principal office of the Corporation in this State is Route 11, Box 157, Hagerstown, Maryland 21740. The names and Post Office addresses of the Resident Agents of the Corporation in this State are: Martha Talton, Route 11, Box 157, Hagerstown, Maryland 21740 and Roberta Niklewski, 106 Paramount Terrace, Hagerstown, Maryland 21740. Said Resident Agents are citizens of this State and actually reside herein.

Article IV - Stock

The Corporation is not authorized to issue any capital stock and shall be a non-stock and non-profit corporation. No officer of the Corporation shall draw nor receive any

3305 1707

salary, nor shall any of the funds of the Corporation insure to the person or individual benefit of any of the officers or members hereof. Members shall be selected, removed or may resign; vacancies may be filled and additional members elected as provided in the By-Laws.

Article V - Directors

The number of Directors of the Corporation shall be ten (10) which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than (6) and the names of the Directors who shall act until the first meeting or until their successors are duly chosen and qualified are: President, Martha Talton; Vice-President, Roberta Niklewski; Secretary, Sheryl Ebersole; and Treasurer, O. D. Sprecher, M.D.

Article VI - Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational and historical preservation purposes as shall at the time qualify as an exempt organization or organizations under Section 502(c)(3)

3305 1709

of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the 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 purpose.

Article VII

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this 15 day of January, 1991.

WITNESS:

Tammie L Wood

Martha Talton

Martha Talton, President

1041

State of Maryland, County of Washington: To-Wit:

I HEREBY CERTIFY, that on this 15th day of JANUARY, 1991, before me, the subscriber, a Notary Public in and for the State and County aforesaid personally appeared Martha Talton, who acknowledged the aforegoing Articles to be her act.

Witness my hand and official Notarial Seal.

Notary Public

My Commission Expires: March 1, 1994

1042

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 042 BUSINESS CODE 04 COUNTY 71

#_____ ____ P.A. ____ Religious ____ Close ____ Stock ✓ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20	20	Organ. & Capitalization
61	20	Rec. Fee (Arts. of Inc.)
62		Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and _____ late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 40

Name Change
(New Name) _____

____ Change of Name
____ Change of Principal Office
____ Change of Resident Agent
____ Change of Resident Agent Address
____ Resignation of Resident Agent
____ Designation of Resident Agent and Resident Agent's Address
____ Other Change _____

Code _____

ATTENTION: _____

MAIL TO ADDRESS: Richard Douglas
21 Summit ave
Hagerstown, Md
21740

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

3305 1711

APPROVED BY: JRO

ARTICLES OF INCORPORATION
OF
ELDER LOVE: SUPPORT GROUP FOR CAREGIVERS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 28, 1991 AT 8:44 O'CLOCK A.M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$ 20.00	$ 20.00	$

D3156783

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.

JUN 18 1991

RETURN TO:
RICHARD DOUGLAS
21 SUMMIT AVE.
HAGERSTOWN MD 21740

146C3041937

A 348829

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3305 1702

AT5 060

Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

DRS. NEWMAN, WAGSHAL, WOOSTER & KASS, P.A.

1991 JAN 29 A 8:49

ARTICLES OF AMENDMENT

Drs. Newman, Wagshal, Wooster & Kass, 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 Drs. Newman, Wagshal, Wooster, Kass & Bradford, 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.

IN WITNESS WHEREOF, Drs. Newman, Wagshal, Wooster & Kass, P.A. causes 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 December 13, 1990.

ATTEST:

Eric M. Wagshal, M.D.
Secretary

DRS. NEWMAN, WAGSHAL, WOOSTER & KASS, P.A.

By: Frederic H. Kass, III, M.D.
President

The undersigned, President of Drs. Newman, Wagshal, Wooster & Kass, P.A., who executed on behalf of said Corporation the

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
APPROVED FOR RECORD
1-29-91 at 8:49 a.m.

10081112 3304 2793

foregoing Articles of Amendment of which this Certificate is made a part hereby acknowledged 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.

Frederic H. Kass, III, M.D.
President

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09A M.A. BUSINESS CODE ____ COUNTY 71

D0961839 ____ P.A. ____ Religious ____ Close ____ Stock ____ Non stock

Merging (Transferor) ____

Surviving (Transferee) ____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13	8	1 Certified Copy 2p
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
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23		Local Transfer Tax
31		____ Corp. Good Standing
NA		Foreign Corp. Registration
87		____ Limited Part. Good Standing
71		Financial
600		____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other ____
		Other ____

TOTAL FEES 28

Name Change
(New Name) Drs. Newman, Wagshal, Wooster, Cass & Bradford, P.A.

- ✓ Change of Name
- ____ Change of Principal Office
- ____ Change of Resident Agent
- ____ Change of Resident Agent Address
- ____ Resignation of Resident Agent
- ____ Designation of Resident Agent and Resident Agent's Address
- ____ Other Change ____

Code ____

ATTENTION: Lisa K. Manik

MAIL TO ADDRESS: Giampetro & Tralins, P.C.
920 Providence Rd.
Suite 407
Towson, Md 21204

✓ Check ____ Cash

NOTE:

____ Documents on ____ checks

3304 3795

APPROVED BY: SMH

ARTICLES OF AMENDMENT
OF
DRS. NEWMAN, WAGSHAL, WOOSTER & KASS, P.A.
CHANGING ITS NAME TO:
DRS. NEWMAN, WAGSHAL, WOOSTER, KASS & BRADFORD,
P.A.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND JANUARY 29, 1991 AT 8:49 O'CLOCK A. M. AS IN CONFORMITY WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND CAPITALIZATION FEE PAID:	RECORDING FEE PAID:	SPECIAL FEE PAID:
$	$ 20.00	$

D0961839

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.

RETURN TO:
GIAMPETRO & TRALINS, P.C.
ATTN: LISA K. MANIK
920 PROVIDENCE ROAD, STE. 407
TOWSON MD 21204

14SC3041863

A 349233

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION OF MARYLAND IN LIBER, FOLIO.

3304 2792

Received for Record May 20, 1991, at 10:00 a.m.
Corporation Record Liber 43

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD
2-4-91 at 10:04 A.m.

ARTICLES OF AMENDMENT
FOR
CLEAR SPRING BIBLE CHURCH, INC.

Clear Spring Bible Church, Inc., a Maryland Religious Corporation, having its principal office at West Cumberland Street, Clear Spring, Maryland 21722 (hereinafter referred to as "Religious 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 deletion of Article Second in its entirety and substituting in lieu thereof the following:

SECOND: The name of the corporation (which is hereinafter referred to as "Religious Corporation") is:

GRACE BIBLE CHURCH OF INDIAN SPRINGS, INC.

SECOND: By written informal action, unanimously taken by the Trustees of the Religious Corporation, pursuant to and in accordance with Section 5-308 of the Corporations and Associations Article of the Annotated Code of Maryland, the Trustees of the Corporation duly advised the foregoing amendment and by informal action unanimously taken by the members of the Religious Corporation in accordance with Section 5-308 of the Corporations and Associations Article of the Annotated Code of Maryland, the members of the Religious Corporation duly approved said amendment.

IN WITNESS WHEREOF, Clear Spring Bible Church, Inc., has caused these presents to be signed in its name and on its behalf by its Trustees and its corporate seal to be hereunder affixed and attested by its Secretary on this _____ day of _____, 1990, and its Chairman/President acknowledges that these Articles of Amendment are the act and deed of Clear Spring Bible Church, Inc., and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorization and approval

3206 0410

are true in all material respects to the best of his knowledge, information and belief.

WITNESS: CLEAR SPRING BIBLE CHURCH, INC.

Nancy Lee Keefer BY: William L. Hornbaker
William L. Hornbaker, Trustee

Nancy Lee Keefer BY: Mason Mundey
Mason Mundey, Trustee

Nancy Lee Keefer BY: Paul David Hose Jr.
Paul David Hose, Jr., Trustee

Nancy Lee Keefer BY: John L. Blair
John Blair, Trustee

Nancy Lee Keefer BY: Roy W. Snyder Sr.
Roy Snyder, Trustee

ATTEST:

Mason Mundey BY: Nicholas B. Britton
Mason Mundey, Secretary

Nicholas B. Britton,
Chairman/President

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on this 15th day of November, 1990, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared William L. Hornbaker who acknowledged himself to be a Trustee of Clear Spring Bible Church, Inc., and as being authorized to do so, acknowledged the aforegoing articles of amendment as true and correct.

WITNESS my hand and Official Notarial Seal. Nancy Lee Keefer
Notary Public

My Commission expires June 1, 1993

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on the 29th day of November, 1990, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Mason Mundey who acknowledged himself to be a Trustee of Clear Spring Bible Church, Inc., and as being authorized to do so, acknowledged the aforegoing articles of amendment as true and correct.

WITNESS my hand and Official Notarial Seal Nancy Lee Keefer
Notary Public
My Commission Expires June 1, 1993

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on the 12th day of December 1990, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Paul David Hose, Jr. who acknowledged himself to be a Trustee of, Clear Spring Bible Church, Inc., and as being authorized to do so, acknowledged the aforegoing articles of amendment as true and correct.

WITNESS my hand and Official Notarial Seal. Nancy Lee Keefer
Notary Public

My Commission Expires June 1, 1993

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on the 13th day of December 1990, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared John Blair who acknowledged himself to be a Trustee of Clear Spring Bible Church, Inc., and as being authorized to do so, acknowledged the aforegoing articles of amendment as true and correct.

WITNESS ny hand and Official Notarial Seal. Nancy Lee Keefer
Notary Public

My Commission Expires June 1, 1993

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on the 4th day of December, 1990, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Roy Snyder who acknowledged himself to be a Trustee of Clear Spring Bible Church, Inc., and as being authorized to do so, acknowleded the aforegoing articles of amendment as true and correct.

WITNESS my hand and Official Notarial Seal. Nancy Lee Keefer
Notary Public

My Commission Expires June 1, 1993

STATE OF MARYLAND, WASHINGTON COUNTY, to-wit:

I HEREBY CERTIFY, that on the 3rd day of December, 1990, before me, the subscriber, a Notary Public of the State and County aforesaid, personally appeared Nicholas B. Britton who acknowledged himself to be Chairman, President of Clear Spring Bible Church, Inc., and as being authorized to do so, acknowledged the aforesaid articles of amendment as true and correct.

WITNESS my hand and Official Notarial Seal. Nancy Lee Keefer
Notary Public

My Commission Expires June 1, 1993

1050

STATE OF MARYLAND

WILLIAM DONALD SCHAEFER
Governor

LLOYD W. JONES
Director

PAUL B. ANDERSON
Administrator

Department of Assessments and Taxation
CHARTER DIVISION
Room 809
301 West Preston Street
Baltimore, Maryland 21201

DOCUMENT CODE 09a 0 BUSINESS CODE 16 COUNTY 11

D1297589 ___ P.A. ___ Religious ___ Close ___ Stock ✓ Non stock

Merging (Transferor) _____

Surviving (Transferee) _____

CODE	AMOUNT	FEE REMITTED
10		Expedited Fee
20		Organ. & Capitalization
61		Rec. Fee (Arts. of Inc.)
62	20	Rec. Fee (Amendment)
63		Rec. Fee (Merger or Consolidation)
64		Rec. Fee (Transfer)
65		Rec. Fee (Dissolution)
66		Rec. Fee (Revival)
52		Foreign Qualification
50		Cert. of Qual. or Reg.
51		Foreign Name Registration
13		_____ Certified Copy _____
56		Penalty
54		For. Supplemental Cert.
53		Foreign Resolution
73		Certificate of Conveyance
76		Certificate of Merger/Transfer
75		Special Fee
80		For. Limited Partnership
83		Cert. Limited Partnership
84		Amendment to Limited Partnership
85		Termination of Limited Partnership
21		Recordation Tax
22		State Transfer Tax
23		Local Transfer Tax
31		_____ Corp. Good Standing
NA		Foreign Corp. Registration
87		_____ Limited Part. Good Standing
71		Financial
600		_____ Personal Property Reports and late filing penalties
70		Change of P.O., R.A. or R.A.A.
91		Amend/Cancellation, For. Limited Part.
		Other _____
		Other _____

TOTAL FEES 20

Name Change
(New Name) Grace Bible Church of Indian Springs, Inc.

✓ Change of Name
___ Change of Principal Office
___ Change of Resident Agent
___ Change of Resident Agent Address
___ Resignation of Resident Agent
___ Designation of Resident Agent and Resident Agent's Address
___ Other Change _____

Code _____

ATTENTION: Michael G. Day

MAILED JUN 18 1991

MAIL TO ADDRESS: Day & Schneider, P.A.
Ste. 300
120 W. Washington St.
Hagerstown, Md
21740

✓ Check ___ Cash

NOTE:

2 Documents on 1 checks

APPROVED BY: MBS

3306 0413

ARTICLES OF AMENDMENT

OF

CLEAR SPRING BIBLE CHURCH, INC.

CHANGING ITS NAME TO:

GRACE BIBLE CHURCH OF INDIAN SPRINGS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND February 4, 1991 AT 10:04 O'CLOCK AM. 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

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.

cm

STATE DEPARTMENT OF ASSESSMENTS AND TAXATION • OF MARYLAND • 1632

A 279436

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 7306 0409

AT5-060